ISSUE 201 | APRIL 2012

DUNGEON

A Dungeons & Dragons® Roleplaying Game Supplement

Face of the Moon

A D&D® adventure for characters of levels 16-18

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When the characters step through a portal created by a strange illithid device, they are transported into the heart of a devious plot. Using the technology of a lost race, the mind flayers are creating duplicates of prominent rulers and influential people to advance their nefarious agenda. Only the adventurers can put a stop to the illithids' dark plot. The heroes must contend not only with the formidable intellect of their foes, but also the bizarre environment in which they find themselves.

Background

When a team of illithids eliminated a surface-dwelling scholar famous for his study of aberrant creatures, they scoured his laboratory and destroyed his research. Among his curiosities, they discovered the preserved body of one of their kind, along with a strange device. A psychic dissection of the dead illithid's brain unraveled a bizarre tale.

In its travels across the planes, this creature stumbled upon a remote place. Although the mind flayer was eventually slain and its corpse sold to the eccentric

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scholar, the mind flayer's brain held all the knowledge that the creature had gathered, including the memory of a stranded ship belonging to a forgotten race.

The illithids that recovered the body set about studying these memories, combining them with their knowledge of celestial mechanics to chart a portion of the lost vessel's course. They discerned that their own world's moon was once a port of call for other vessels of this lost race.

Meanwhile, other mind flayers studied the device found with the dead illithid. Despite its lack of arcane or psionic energy, this object seemed able to manipulate reality. The mind flayers devoted great resources to unlocking its mysteries and eventually discovered how the device could open a portal, beyond which stood a citadel of the lost race, filled with other potent devices.

A pod of illithids and their thralls, led by an elder brain, crossed over to the citadel to continue their studies. After sealing the portal behind them so that no one could interfere, they spent years in isolation.

Inside the Lunar Citadel, as the illithids came to call it, a vast chamber housed a machine capable of reproducing organisms from sample material. Initially, the illithids hoped this place would provide them with a limitless source of food, but the brains of the cloned creatures yielded neither sustenance nor nuanced taste. These vacant minds proved vulnerable to manipulation, and the vessels that housed them sometimes were indistinguishable from the donor material that created them.

And so was born a devious and far-reaching plan. When the portals to the world were reopened, a subtle campaign of abduction and substitution began.

Ythrilnaw

While the mind flayers' elder brain devotes itself to overseeing the infiltration of the world's power structures, the ulitharid named Ythrilnaw controls the operations of the Lunar Citadel. Ythrilnaw's dark intellect surpasses the cunning of a typical mind flayer. Deferring only to the will of the elder brain, Ythrilnaw sees the devices found in the Lunar Citadel as tools to further subjugate the natural world.

Adventure Synopsis

The adventure begins when the party encounters a slain illithid bearing a strange device. This object opens a portal to the Lunar Citadel, the base of operations for the mind flayers.

After the adventurers pass through the portal, it closes behind them, and they are set upon by the servants of the mind flayers. The disturbance alerts the mind flayer Ythrilnaw, which appears to the characters through the base's communication system. The ulitharid informs the characters that escape is impossible, since it holds the only other portal-summoning device presently in the base. Ythrilnaw then activates the area's defenses.

When the characters emerge from the transit area, they enter the housing module of the lost race, which has been converted to quarters for the mind flayers' thralls. Windows in these chambers reveal that the characters have traveled to the moon. They might also discover Kelm Semersted, a prisoner whose tale reveals clues regarding the mind flayers' plans.

When the characters tangle with a horde of grimlock thralls, they draw Ythrilnaw's attention anew, and the mind flayer sends reinforcements to deal with the party. These enemies search for the characters while another mind flayer continues its medical experiments in a nearby laboratory. Defeating either group enables the party to enter the sanctum of Ythrilnaw and the elder brain.

Involving the Characters

The most direct means of involving the characters in the adventure is placing the dead mind flayer in their path, as discussed in the opening event.

NO MOON?

For campaign settings that have no moon, this adventure can be set on a "wandering star" periodically observed in the night sky. This celestial body is a satellite that the lost race placed in orbit. In this case, remove references to the rocky surface in the read-aloud text, instead describing the citadel as hanging suspended in the darkness above the world's surface. Assume that gravity is provided through unseen technological means.

For campaign settings with more than one moon (such as Eberron), choose which moon the illithids' base is on. Adjust the read-aloud text as required.

Additionally, in previous adventures, you could have had secondary characters familiar to the adventurers begin acting in a strange fashion. This foreshadowing can sow the seeds of paranoia for when the truth of the mind flayer plan is discovered.

Other possibilities include the following.

- After the adventurers suffered a defeat and were captured, their captors sell them to the mind flayers to be cloned and returned. The characters awaken in area 1A after a portal malfunction kills their captors.
- A raving mad version of a friend or patron confronts the adventurers while they are speaking to a real version of the same person. The double carries a transit beacon, and madness prevents him or her from providing any useful aid or information.
- A duchess is certain that her husband has undergone subtle changes to his personality, despite a lack of physical evidence. Searching the duke's chambers locates the beacon.

Treasure

This adventure contains treasure appropriate for 17th-level characters. On the citadel, the characters can find technological devices that function as magic items. Some of these items are delineated in the "Lost Race Devices" section, pages 25–26. Others come from Dave Chalker's article "Bazaar of the Bizarre: Thingamajigs of the Barrier Peaks," which appears in *Dragon* 410. Items from the article are denoted with a superscript "T".

All technological items require the characters to figure out how they work. See the "Lost Race Devices" section for more information.

Souvenirs

You have to decide if it's fitting for your campaign for the technology in this adventure to continue to function once it leaves the citadel. Nonconsumable items might draw their power from the citadel's energy grid. A *nautiloid* could rely on elements in the citadel's atmosphere to survive. Once removed from the citadel, such items cease functioning after a time you think is appropriate (perhaps 2d6 days).

If you decide this is true, you have two tasks. First, you need to place magic items on the citadel so the party gains the right amount of items for an adventure that will result in advancement of one level. (These items fit best in areas that already contain treasure.) Second, to make up the monetary shortfall in this adventure, permit the characters to sell nonfunctional items and *nautiloid* shells to scholars or collectors of the bizarre. The items fetch one-fifth their normal value from such a buyer.

ONE OF US

To draw attention to the insidious nature of the illithid plot prior to the party's return home, consider asking one of the players to run his or her character as a secret mind flayer clone. Meet with the player prior to running this adventure, explaining that his or her character has become a mind flayer agent, and is secretly working to ensure that the rest of the party members are delivered to Ythrilnaw. The player can play this role as he or she chooses, until revealed. Before or after the reveal, the real character shows up after escaping from imprisonment. If this event occurs before the reveal, each version of the character struggles to prove that he or she is not the illithid agent—a great exercise in pure roleplaying.

Opening Event

The characters discover the corpse of a mind flayer that met with a grisly end. If the mind flayer appears in a location the characters consider to be secure, the discovery can add tension.

When the characters discover the corpse, read:
Ichor spreads across the floor between pieces of a dismembered humanoid. Lifeless tentacles hanging from its head identify the remains as those of a mind flayer. Rubbery violet skin covers the creature's spindly limbs, and its fingers are wrapped around a dull black object.

Characters can make Dungeoneering checks to determine what they know about mind flayers.

Heal DC 16: The mind flayer perished only a moment or two ago. The cause of the creature's dismemberment is unclear.

Transit Beacon

The device carried by the mind flayer is a transit beacon, which opens portals to the Lunar Citadel. This beacon is impervious to damage.

When the characters examine the device, read:
The object the mind flayer holds is a cylinder that you can hold in one hand. A brass stud is set in one end of the cylinder. The other end occasionally winks with a vibrant green glow, between which the object emits short, chirping tones.

Depressing the stud generates a shimmering silver portal in a random unoccupied square adjacent to the character holding the beacon. The portal reflects a distorted image of the area around its far side, and it emits a soft sizzling sound. It remains for 1 minute before closing. Stepping into the portal or inserting an appendage or a held object into the portal causes a character to be yanked into the shimmering disc. Objects thrown at the portal vanish similarly.

Creatures and objects that enter the portal appear in area 1A.

If no character or object enters the portal for 1 minute, or if a character fails to push the button within 5 minutes of finding the transit beacon, the beacon goes silent and stops emitting light for a few hours. It then resumes beeping and flashing for 5 minutes, continuing this pattern.

Conclusion

Ythrilnaw sent the now-dead mind flayer as a scout to locate another victim. The illithids do not yet fully understand the portals, occasionally resulting in accidents such as this one. When the scout does not return after 24 hours, Ythrilnaw sends a team to determine what became of it. In this event, the mind flayer unseen and the grimlocks from area 5 appear in the midst of the party and attack. They attempt to take as many prisoners as possible before returning through the portal.

Lunar Citadel

The base known to the illithids as the Lunar Citadel was created by a lost race that held dominion over numerous worlds. It served as a way point, at which clones of the lost race were produced. Using their ships, the clones created here would colonize more worlds for the lost race. (The reasons for the waning population and ultimate disappearance of the lost race are left to you.)

Creatures reach the Lunar Citadel by using the transit system of the lost race, a technology that enables the creation of portals similar to those used by planar travelers. These portals exit in the basement of the transit and administrative building that housed the crew of the base. The building is now home to the illithids' thralls.

By way of two enclosed walkways, this building connects to a two-story research lab and the cloning center that Ythrilnaw now operates. A short passage links these two structures, enabling the mind flayers and their thralls to move quickly through the citadel.

Features of the Citadel

The lost race employed technology unlike any the world has seen. A number of the citadel's general features, described below, are devices of this sort.

Dimensional Lock: Hidden machinery dampens extradimensional travel inside the base, preventing occupants from mistakenly teleporting themselves outside. Other than portals created through technological means such as the transit beacon, ritual portal magic (including Planar Portal) fails to function. A character trained in Arcana can sense this effect.

Doors: Door panels slide into adjacent walls. Unless otherwise noted, a door opens when a creature pushes on it as a free action. It closes again at the end of the opening creature's next turn. An open door can be closed with a minor action by touching a glowing orb that appears on either side of the doorway.

A door can be forced open by using a lever and a DC 31 Athletics check. A door can also be attacked and destroyed (AC/Reflex 10, Fortitude 21; immune to fire, necrotic, poison, psychic, forced movement, all conditions, ongoing damage; hp 120).

Grav Tubes: These hollow pillars have archways cut into either side. They are made of an unbreakable clear material and provide access to other levels of the base by swiftly moving creatures up or down. Unattended objects placed in a tube float in place.

After stepping into a tube, a creature that indicates up or down (a free action) is conveyed one level in the indicated direction. This travel counts as 1 square of movement. Any creature that ends its turn in a tube is pushed into the floor area of the adjacent level. If an object or a creature blocks a tube, or a tube is sealed, the tube does not convey creatures in the direction of the blockage.

Nonfunctional tubes are treated as pits. A character can climb up or down a nonfunctional tube with DC 25 Athletics checks.

Metal hatches can seal tubes between floors. Control panels control such hatches as if they were doors.

Illumination: Light throughout the complex emanates from glowing panels set in the ceiling every 10 to 20 feet. Each panel sheds bright light for 10 squares. Any attack against a panel destroys it, potentially changing the lighting in an area. The default light level is described in each area.

Language: The piping tones of the lost race's language are sometimes outside the range of normal humanoid hearing. Some creatures, particularly beasts, find hearing the tones uncomfortable. The written form of the language is patterns of interlocking triangles arranged at varying angles.

If a character can understand the language of the lost race, he or she gains a +4 bonus to interact with the race's technology. In addition, such a character can make use of written information such as hallway directions and room labels.

Observation Spheres: Black spheres near the ceiling in every area enable Ythrilnaw to monitor the citadel from the control panel in area 10. The ulitharid can make Perception checks to see and hear into any area of the complex (Stealth DC 25 to avoid Ythrilnaw's scrutiny). The spheres do not allow the use of darkvision through them.

Where control panels permit the operation of certain spheres, the adventurers can view the rooms in an encounter area through the spheres or can turn the spheres off.

The ulitharid can also use the spheres to project its image and communicate with the party. It relishes tormenting the characters because it rarely interacts with creatures from the world. When Ythrilnaw uses this ability, the black sphere in the area glows slightly (Perception DC 31 to notice).

Destroying, deactivating, or covering a sphere prevents anyone from monitoring its room. Each sphere can be attacked (AC/Reflex 5, Fortitude 10; immune to fire, necrotic, poison, psychic, forced movement, all conditions, ongoing damage; vulnerable 10 lightning; hp 25). Ythrilnaw does not have the means to repair spheres that are destroyed.

Walls: The walls are constructed of smooth metal panels that are impossible to climb with Athletics checks.

Windows: The complex is dotted with windows revealing the lunar landscape beyond the base. Smaller windows provide a narrow view of the rocky surface of the moon. Larger windows, such as those in the garden (5B), reveal the adventurers' planet below and indicate how far the portal has transported the party. Windows are impervious to damage.

The first time a character looks outside, read:
The landscape beyond this citadel is a rock-strewn wasteland. A remarkably clear night sky is visible, although the constellations appear in unfamiliar locations. An odd orb of blue, green, and white has replaced the moon.

Control Panels

Control panels scattered throughout the citadel operate and manage its systems.

A character must be adjacent to a control panel to discern its function or operate it. A character attempting to use a panel makes a skill check or an ability check, modified by you according to the player's description of what his or her character is doing.

Panels in the same area are linked, so that lighting and doors in that area can be controlled from multiple locations.

Operating Cues: When operated, a panel emits auditory cues in the language of the lost race. These vocalizations are audible to anyone nearby. A character who has previously used a control panel successfully or who understands the language of the lost race gains a +4 bonus to Intelligence checks and skill checks made to discern a panel's function, operate its controls, or destroy the control panel.

Discern Function: Intelligence DC 17 (standard action). *Success:* The character understands one of the panel's functions and can attempt the operate controls action (see the entry below) to use that function. *Failure (12 or lower):* The character cannot attempt the operate controls action on this panel. *Special:* If a character has discerned a specific panel function, he or she can use the same function on any panel that performs that function without having to make checks.

Operate Controls: Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must have discerned the function he or she wishes to perform. *Success:* The character causes the panel to perform the intended function. Default controls are described below. Some control panels have additional functions detailed in an area's description.

Destroy: Athletics or Thievery DC 31 (standard action). *Success:* The panel is rendered inoperable, and the controls are locked to their current settings. *Failure (26 or lower):* Any creature adjacent to the panel takes 10 lightning damage.

TECH APPEARANCE

Though the players might guess the identity of the technological devices they encounter, their characters should be entirely unfamiliar with high technology. Describe the citadel in terms the characters, rather than the players, understand. For example, Ythrilnaw's projection is not a hologram, but a flickering illusion or apparition.

A panel can also be attacked (AC/Reflex 5, Fortitude 10; immune to fire, necrotic, poison, psychic, forced movement, all conditions, ongoing damage; vulnerable 10 lightning; hp 100). Whenever a panel takes damage, any creature adjacent to the panel takes 10 lightning damage.

Functions: All control panels feature the following default functions.

Lighting: Any or all lights in the area linked to the panel can be set to bright, dim, or none.

Doors: All doors, hatches, and grav tubes in the area linked to the panel can be opened, closed, or locked.

Query: A display provides a visual demonstration of the use of a technological item in the character's possession.

Use by Illithids: Because the mind flayers here already know about the control panels, they don't make checks involving them, and need only to take a standard action to use a panel's function.

Administration Center

The lowest level of the complex contains the transit machinery of the lost race. The illithids use it to travel to the world, abduct their victims, and then return indoctrinated clones. The illithids' derro servants also lair here. This is where the party appears after using the portal in the opening event.

Grav tubes permit access between levels. Corridors on the second level lead to the laboratory (area 7) and the cloning center (area 9).

1. Transit Area

Combat Encounter Level 16 7,900 XP

When the adventurers arrive, they surprise the derros lurking here, though the sound of combat alerts the other creatures in the area. When the defenders are defeated, the characters can begin to assess their strange surroundings.

Light: Dim light.

Monsters: 1 derro savant, 1 derro ironguard, 10 derro thugs, 2 warped slaves.

When the characters arrive, read:

An intense feeling of motion subsides as shimmering colors dissolve around you, revealing a dimly lit chamber with smooth metal walls. An archway opens into a larger space. Within that space, a flight of stairs leads up to a platform where brass cabinets emit a low hum and glimmer with lighted runes.

Six short gray-skinned humanoids stand as if fascinated, staring at the cabinets with glassy white eyes. One of them possesses an elongated device that resembles an armless steel crossbow with two handles, but which is held like a staff. Blue energy occasionally shimmers across the device, while multicolored studs periodically rise, then recede from its surface.

The derro savant and five thugs are watching the lights of the control panel. Unless the characters threw more than a couple of objects through the portal, the derros are not expecting the sudden appearance of enemies in the transit room (1A). The characters surprise the monsters in the control room (1B) unless they hesitate in attacking.

When battle is joined, the noise of combat quickly draws the derro ironguard, the remaining derro thugs,

Administration Center
One square = 5 feet
Lunar Citadel Overview
Admin Center (Areas 1-6)
Cloning Center (Areas 9-10)
Lab (Areas 7-8)
150 feet
100 feet
SECOND LEVEL
5A
5B
5C
5D
5E
5E
5F
6A
6B
6C
6D
6E
To Area 9
To Area 7
GROUND LEVEL
3A
3B
3C
3D
3E
3F
3G
4A
4B
4B
4B
4C
4D
4E
4F
4F
BASEMENT
1A
1B
1C
1D
1D
1E
2A
2B
2C
2D

and the warped slaves from the workshops (1D). They arrive at the start of the second round.

Treasure: The derro savant carries a *portal gun*, but the creature is unfamiliar with its true function. Instead, the derro treats it as a staff and a badge of leadership.

1A. Transit Room. This bare room permits travel to and from the world below. The floor is a sheet of strange polished metal. When the control panels in area 1B open a portal, it appears here.

1B. Control Room. The ceiling here is 20 feet above the floor and the stairs lead 10 feet up to the platform. The control panels hum with energy and are covered with glowing runes that hover above each panel's surface. An image of the characters' departure point in the world flickers among the runes.

In addition to their default functions, the control panels here control the transit system. A character can discern the following additional function for these panels.

Open Portal: Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must have successfully discerned this function and must possess a working transit beacon. *Success:* A new portal opens in area 1A, leading to the characters' point of origin. *Failure (12 or lower):* A new portal opens to an unexpected location (as determined by you).

1C. Damaged Transit Room. The illithids sought to better understand this room by taking it apart. As a result, it no longer functions. The floor is torn up, leaving gaps exposing small metal tubes and crystalline objects. Unlike the other machinery found throughout the Lunar Citadel, these clearly damaged objects do not glow or hum.

All squares in this room are difficult terrain.

1D. Workshops. These rooms held spare parts and repair equipment. Some tools bear a resemblance to a blacksmith's implements, though they seem overly delicate and there is no sign of a forge. The most interesting devices were removed by the mind flayers for study, and the derros now lair here. Searching the area locates a *greater sleep grenade* that has gone unnoticed.

The remaining derro thugs and warped slaves are in these two rooms. If they hear sounds of combat from the control room, they move to investigate.

Debris here is difficult terrain.

1E. Engineering Center. This room was used to monitor the generator room (2C), but the controls have been secured against tampering. The illithids have not mastered the power generated by the crystalline towers.

In addition to their default functions, the control panels here permit operation of nearby observation spheres. A character can discern the following additional function for these panels.

Observe: Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must have successfully discerned this function. *Success:* The character can activate observation spheres to view any section of area 1 and area 2.

Secret Door: This door is a panel flush with the wall (DC 23 Perception check to find). A concealed button beside it activates it.

10 Derro Thugs	**Level 14 Minion Brute**
Small natural humanoid	XP 250 each
HP 1; a missed attack never damages a minion.	**Initiative** +9
AC 26, **Fortitude** 25, **Reflex** 24, **Will** 25	**Perception** +5
Speed 5	Darkvision
Standard Actions	
⨁ **Club** (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +19 vs. AC	
Hit: 14 damage.	
Triggered Actions	
Mad Sacrifice ✦ **Encounter**	
Trigger: The thug misses with an attack.	
Effect (Free Action): The attack instead hits, and the thug drops to 0 hit points.	
Str 13 (+8) **Dex** 14 (+9)	**Wis** 6 (+5)
Con 18 (+11) **Int** 8 (+6)	**Cha** 16 (+10)
Alignment chaotic evil **Languages** Common, Deep Speech	
Equipment leather armor, light shield, club	

Derro Savant	**Level 16 Controller**
Small natural humanoid	XP 1,400
HP 154; **Bloodied** 77	**Initiative** +10
AC 30, **Fortitude** 27, **Reflex** 28, **Will** 29	**Perception** +6
Speed 5, teleport 3	Darkvision

Standard Actions

⊕ **Scourge** (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +21 vs. AC
Hit: 3d8 + 11 damage, and the target takes a -2 penalty to attack rolls until the end of the savant's next turn.

⊛ **Mind Scourge** (implement, psychic) ✦ **At-Will**
Attack: Ranged 5 (one creature); +19 vs. Will
Hit: 3d6 + 8 psychic damage, and the target chooses either to take ongoing 10 psychic damage (save ends) or be dazed (save ends).

Window to Madness (implement, psychic, zone) ✦ **Recharge** when this power's zone ends
Effect: The savant creates a zone in an area burst 1 within 10 squares centered on an ally. The zone lasts until the end of the encounter. A nonderro that enters the zone or ends its turn there takes 10 psychic damage. The savant can end the zone as a minor action.

Minor Actions

Dance of Madness ✦ **At-Will**
Effect: The savant slides each creature within the zone created by *window to madness* 2 squares.

Free Actions

Strength of Madness ✦ **Encounter**
Requirement: The savant can use *strength of madness* only during its turn.
Effect: Roll a d6 and add the result as a power bonus to the savant's attack rolls until the end of its next turn. In addition, the savant grants combat advantage until the end of its next turn.

Skills Arcana +18

Str 9 (+7)	**Dex** 14 (+10)	**Wis** 6 (+6)
Con 18 (+12)	**Int** 21 (+13)	**Cha** 23 (+14)

Alignment chaotic evil **Languages** Common, Deep Speech, telepathy 10
Equipment scourge, orb

Derro Ironguard	**Level 15 Soldier**
Small natural humanoid	XP 1,200
HP 150; **Bloodied** 75	**Initiative** +9
AC 31, **Fortitude** 27, **Reflex** 24, **Will** 27	**Perception** +5
Speed 5	Darkvision

Standard Actions

⊕ **Spear** (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +20 vs. AC
Hit: 3d8 + 10 damage, or 3d8 + 15 against prone targets.

Hooking Jab (weapon) ✦ **At-Will**
Requirement: The ironguard must not have a creature grabbed.
Attack: Melee 1 (one creature); +20 vs. AC
Hit: 2d8 + 5 damage, or 2d8 + 10 against prone targets, and the target is grabbed.

Minor Actions

Unbalancing Thrust (weapon) ✦ **At-Will** (1/round)
Requirement: The ironguard must be wielding a spear.
Attack: Melee 1 (one creature grabbed by the ironguard); +20 vs. Fortitude
Hit: The target falls prone.

Free Actions

Strength of Madness ✦ **Encounter**
Requirement: The ironguard can use *strength of madness* only during its turn.
Effect: Roll a d6 and add the result as a power bonus to the ironguard's attack rolls until the end of its next turn. In addition, the ironguard grants combat advantage until the end of its next turn.

Skills Intimidate +17, Thievery +12

Str 17 (+10)	**Dex** 10 (+7)	**Wis** 6 (+5)
Con 22 (+13)	**Int** 15 (+9)	**Cha** 20 (+12)

Alignment chaotic evil **Languages** Common, Deep Speech
Equipment scale armor, spear

2 Warped Slaves	**Level 16 Brute**
Large aberrant humanoid	XP 1,400 each
HP 193; **Bloodied** 96	**Initiative** +11
AC 28, **Fortitude** 29, **Reflex** 26, **Will** 29	**Perception** +7
Speed 6 (can't shift)	Darkvision

Traits

Disintegrating Mind (psychic) ✦ **Aura** 1
Any enemy that ends its turn within the aura takes 5 psychic damage. Whenever a derro within the aura uses *strength of madness*, the warped slave can use *tentacle* as a free action.

Standard Actions

⊕ **Bite** ✦ **At-Will**
Attack: Melee 1 (one creature); +21 vs. AC
Hit: 3d12 + 6 damage.

Tentacle ✦ **At-Will**
Attack: Melee 2 (one creature); +19 vs. Reflex
Hit: 2d12 + 6 damage, and the warped slave grabs the target. The warped slave then pulls the target 1 square.

Flailing Tentacles ✦ **At-Will**
Requirement: The warped slave must be bloodied.
Attack: Close burst 2 (enemies in burst); +21 vs. AC
Hit: 2d12 + 6 damage, and the warped slave pulls the target 1 square.

Str 18 (+12)	**Dex** 16 (+11)	**Wis** 8 (+7)
Con 23 (+14)	**Int** 4 (+5)	**Cha** 23 (+14)

Alignment chaotic evil **Languages** Common, Deep Speech

Tactics: The derro savant uses *window to madness* on thugs in the midst of enemies, following up with *dance of madness* to move thugs into position to gain combat advantage. It then uses *mind scourge* while remaining behind its allies.

The ironguard defends the savant, focusing attacks on characters who try to engage the savant in melee.

Warped slaves use their *tentacle* power to draw foes into their aura and closer to the ironguard and thugs. They know to avoid the savant's *window to madness* zone.

The derros are thralls of the illithids, turning their race's typical madness into fanaticism. Even faced with overwhelming force, they do not retreat.

If the characters retreat, the derros contain them while awaiting guidance from Ythrilnaw. The ulitharid sends the creatures from area 2 to aid the monsters

here. After the creatures from area 2 arrive, including the rakshasas, the combined force attacks and attempts to take captives for cloning.

Conclusion

Captives: If captured, the derros cackle madly and shout, "Wait till you see the sky!" They have no understanding of how the devices here operate, but they are aware of the secret door in area 1E.

Transit Beacon Burnout: When it is returned to the Lunar Citadel, the malfunctioning transit beacon that the characters recovered in the opening event burns out. This safety feature is intended to prevent a faulty beacon from being used.

After 5 minutes, or if the characters try to open another portal, the beacon emits a wavering, high-pitched tone. The device smokes and hisses, then falls silent and ceases to glow.

In conjunction with the controls in area 1B, a transit beacon enables creatures to come and go from the Lunar Citadel. Unless they obtain a new beacon, the characters are marooned. A character who discerns the "open portal" function for the panels in area 1B understands the party's predicament.

2. Access Center

Combat Encounter Level 17 9,700 XP

Ythrilnaw takes note of the party's arrival, thanks to the observation spheres. The ulitharid addresses the characters when they enter the access hall (2A), locks the doors to area 1B, and orders a pair of rakshasas to lead derros from area 2C against the intruders. See the Tactics section for more information.

Light: Bright light.

Monsters: 2 rakshasa archers, 2 derro harvesters, 2 derro ironguards, 10 derro thugs.

When the characters enter area 2A, read:

This large chamber houses a humming, glowing cabinet similar to those in the area of your arrival. An elevated walkway with a railing is suspended in one corner of the room. Two illuminated columns of blue glass reach from the floor to the ceiling at one end of the chamber, with a pair of openings in each one.

An eight-foot tall spectral humanoid stands in the center of the room, hovering several inches above the floor. Six tentacles dangle from its bulbous head, reaching to below its waist. Its hollow voice seems to emerge from the ceiling above it.

"At least your ignorance has left the portal undamaged. The broken beacon is of little consequence. In fact, it ensures you will be staying. I would prefer to have you to dinner, but I am afraid I can take no chances. The plan cannot be revealed before its time."

The dim light shifts from white to red, and the glowing columns go dark.

Passive Perception DC 16: The character sees a device clutched in one of the mind flayer's tentacles, recognizing it as a transit beacon like the one that brought the party here.

Dungeoneering DC 31: The character identifies Ythrilnaw as an ulitharid, a powerful mind flayer revered by others of its kind.

If the characters bypass area 2A, Ythrilnaw addresses them through an observation sphere elsewhere.

2A. Access Hall. This room provides access to the personnel quarters and formerly served as a checkpoint, monitoring the use of the transit portals. The ceiling here is 20 feet high, and the elevated walkway is 10 feet above the floor.

Grav Tubes: These tubes, which lead to area 4E, have been sealed by Ythrilnaw. Characters can use the control panel here to unseal them and unlock the door to area 1B.

2B. Guard Post. Guards used to monitor the access hall from here. Ythrilnaw uses its own control panel to handle those functions now.

In addition to their default functions, the control panels here can also access observation spheres to show areas 1–5. A character can discern the observe function (see area 1E, page 7) for these panels.

Secret Door: This door is a panel flush with the wall (DC 23 Perception check to find). A concealed button beside it activates it.

2C. Generator Room. The floor of this room is 30 feet below the walkway that bisects the room. The ceiling rises 10 feet above the walkway.

Crystalline Machinery: The carved crystalline machines that power the transit system shimmer with pale blue light and emit a humming sound. The force they channel has the side effect of magnifying ambient energy in the area. Whenever a creature adjacent to one or more machines takes untyped damage, that creature takes 5 extra damage.

Attacking a machine causes a backlash that deals 20 lightning damage to the attacker. The machine then stops glowing and humming and ceases functioning for 1 hour. If half or more of the pillars are disabled, the transit system does not work.

Stairways: The steep stairs down to the floor are difficult terrain. A creature can ignore the difficult terrain by succeeding on a DC 23 Acrobatics check.

2D. Emergency Access. This plain room features a single grav tube leading up to area 3A. Because it is for emergency use, it cannot be sealed.

2 Rakshasa Archers **Level 15 Artillery**
Medium natural humanoid XP 1,200 each

HP 110; **Bloodied** 55 **Initiative** +12
AC 28, **Fortitude** 24, **Reflex** 26, **Will** 25 **Perception** +16
Speed 6 Low-light vision

Standard Actions

Claw ✦ At-Will
Attack: Melee 1 (one creature); +20 vs. AC
Hit: 2d6 + 6 damage, and ongoing 5 damage (save ends).

Longbow (weapon) **✦ At-Will**
Attack: Ranged 20 (one creature); +22 vs. AC. The rakshasa makes two attack rolls and uses either result.
Hit: 1d10 + 9 damage.

Double Attack ✦ At-Will
Effect: The rakshasa uses *longbow* twice, making each attack against a different target.

Ghost Arrow (necrotic, weapon) **✦ Recharge** ⚄ ⁞⁞
Attack: Ranged 20 (one creature); +20 vs. Reflex
Hit: 3d10 + 18 necrotic damage, and the target cannot spend healing surges (save ends).

Minor Actions

Deceptive Veil (illusion) **✦ At-Will**
Effect: The rakshasa disguises itself to appear as a Medium humanoid until it uses *deceptive veil* again or until it drops to 0 hit points. Other creatures can make a DC 35 Insight check to discern that the form is an illusion.

Triggered Actions

Illusory Escape (illusion) **✦ Recharge** when first bloodied
Trigger: An enemy makes a ranged attack against the rakshasa.
Effect (Immediate Reaction): The rakshasa becomes invisible, and an illusion of it appears in its square. The transition is indiscernible to observers, and the illusion lasts until the start of the rakshasa's next turn or until a creature attacks the illusion. After the illusion appears, the rakshasa shifts up to its speed.

Str 17 (+10) **Dex** 20 (+12) **Wis** 18 (+11)
Con 14 (+9) **Int** 12 (+8) **Cha** 14 (+9)

Alignment evil **Languages** Common
Equipment longbow, 20 arrows

2 Derro Harvesters **Level 15 Lurker**
Small natural humanoid XP 1,200 each

HP 116; **Bloodied** 58 **Initiative** +17
AC 30, **Fortitude** 27, **Reflex** 28, **Will** 26 **Perception** +10
Speed 6 Darkvision

Traits

Combat Advantage
The harvester deals 2d6 extra damage against any creature granting combat advantage to it.

Standard Actions

War Pick (weapon) **✦ At-Will**
Attack: Melee 1 (one creature); +20 vs. AC
Hit: 3d8 + 10 damage.

Harvest (weapon) **✦ At-Will**
Requirement: The harvester must have started its turn hidden from the target.
Attack: Melee 1 (one creature); +18 vs. Fortitude
Hit: The target falls unconscious (save ends).

Flee to the Shadows ✦ At-Will
Effect: The harvester moves its speed. If it has concealment at the end of its move, it can attempt a Stealth check to become hidden.

Life in Chains ✦ Encounter
Requirement: The harvester must be holding shackles.
Effect: The harvester shackles one Medium or smaller helpless creature that is adjacent to it until the creature succeeds at using the escape action against the harvester. While shackled, the creature is restrained. In addition, it falls prone whenever it is hit by a melee attack.

Free Actions

Strength of Madness ✦ Encounter
Requirement: The harvester can use *strength of madness* only during its turn.
Effect: Roll a d6 and add the result as a power bonus to the harvester's attack rolls until the end of its next turn. In addition, the harvester grants combat advantage until the end of its next turn.

Skills Stealth +18
Str 10 (+7) **Dex** 22 (+13) **Wis** 6 (+5)
Con 20 (+12) **Int** 11 (+7) **Cha** 17 (+10)

Alignment chaotic evil **Languages** Common, Deep Speech
Equipment leather armor, war pick, 1 set of shackles

2 Derro Ironguards **Level 15 Soldier**
Small natural humanoid XP 1,200 each

HP 150; **Bloodied** 75 **Initiative** +9
AC 31, **Fortitude** 27, **Reflex** 24, **Will** 27 **Perception** +5
Speed 5 Darkvision

Standard Actions

Spear (weapon) **✦ At-Will**
Attack: Melee 1 (one creature); +20 vs. AC
Hit: 3d8 + 10 damage, or 3d8 + 15 against prone targets.

Hooking Jab (weapon) **✦ At-Will**
Requirement: The ironguard must not have a creature grabbed.
Attack: Melee 1 (one creature); +20 vs. AC
Hit: 2d8 + 5 damage, or 2d8 + 10 against prone targets, and the target is grabbed.

Minor Actions

Unbalancing Thrust (weapon) **✦ At-Will** (1/round)
Requirement: The ironguard must be wielding a spear.
Attack: Melee 1 (one creature grabbed by the ironguard); +20 vs. Fortitude
Hit: The target falls prone.

Free Actions

Strength of Madness ✦ Encounter
Requirement: The ironguard can use *strength of madness* only during its turn.
Effect: Roll a d6 and add the result as a power bonus to the ironguard's attack rolls until the end of its next turn. In addition, the ironguard grants combat advantage until the end of its next turn.

Skills Intimidate +17, Thievery +12
Str 17 (+10) **Dex** 10 (+7) **Wis** 6 (+5)
Con 22 (+13) **Int** 15 (+9) **Cha** 20 (+12)

Alignment chaotic evil **Languages** Common, Deep Speech
Equipment scale armor, spear

10 Derro Thugs	Level 14 Minion Brute
Small natural humanoid	XP 250 each
HP 1; a missed attack never damages a minion.	**Initiative** +9
AC 26, **Fortitude** 25, **Reflex** 24, **Will** 25	**Perception** +5
Speed 5	Darkvision
Standard Actions	
⊕ **Club** (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +19 vs. AC	
Hit: 14 damage.	
Triggered Actions	
Mad Sacrifice ✦ **Encounter**	
Trigger: The thug misses with an attack.	
Effect (Free Action): The attack instead hits, and the thug drops to 0 hit points.	
Str 13 (+8) **Dex** 14 (+9) **Wis** 6 (+5)	
Con 18 (+11) **Int** 8 (+6) **Cha** 16 (+10)	
Alignment chaotic evil **Languages** Common, Deep Speech	
Equipment leather armor, light shield, club	

Tactics: Ythrilnaw has ordered two rakshasas to enter the area through the emergency access grav tube (area 2D). Leading one derro harvester, one derro ironguard, and five derro thugs from area 2C, they move into area 2B. From there, the derros move into area 1B, attacking from the doorway into area 2A. When the derros engage the characters, the rakshasas move onto the walkway above area 2A to snipe at the adventurers.

The derros fight to the death. The rakshasas retreat when all the derros are slain or the rakshasas are both bloodied. If they flee, the rakshasas return to area 2C and the remaining derros, hoping to exploit the effect of the crystalline machinery during combat. In area 2C, the rakshasas take up positions on the upper walkway.

3. Central Functions

Exploration Encounter

The core of the ground floor presents several areas for the party to explore and gain information regarding the illithid plot. The education center provides a look at the indoctrination process, and finding the prisoner Kelm Semersted in the security center exposes the full horror of the mind flayers' plots.

Light: Bright light.

Monsters: Kelm Semersted.

Illithids are found in this area only when a new victim has been brought from the world or when a clone is being prepared for its return. Rakshasas come here to sleep or to give food to Kelm. Otherwise, the area sees little activity.

At your option, loud noise in this area can cause the creatures from area 4 to investigate.

3A. Emergency Access. This grav tube provides access to area 2D. Because it is for emergency use, it cannot be sealed. The control panel here cannot affect doors in areas 3B and 3C.

3B. Security Center. The four cells that are part of this room are used to hold abductees while the mind flayers create viable clones. When the illithids are satisfied with a clone, the prisoner becomes food for the mind flayers.

The control panel here is the only way to open the doors to the cells and the armory (area 3C). Equipment lockers in the armory can also be unlocked here. The panel can access observation spheres to show areas 1–5. A character can discern the observe function (see area 1E, page 7) for the panel.

Kelm Semersted: An infamous spymaster heading a guild with widespread influence, the human male Kelm Semersted is imprisoned in one of the cells. (At your discretion, you can use a different minor character here instead of Kelm. See the "Familiar Faces" sidebar, page 12).

Charming and ruthless, Kelm was valued as an ally and feared as a foe. But the guild master has been thoroughly broken by his ordeal here. His last memory of the world was sneaking into an arcanist's study. After that, he recalls being taken under guard to a place where the illithids forced him into a metal coffin. He talks of standing face to face with himself as the illithids compared him to his clones, and of being forced to watch while the mind flayers dissected faulty clones.

Kelm begs to be allowed to accompany the characters, hoping they can lead him to an exit. He is unaware that he is currently on the moon. He flees from combat unless faced with a mind flayer, in which case he is paralyzed with fear.

3C. Armory. Cases made of unbreakable clear material contain racks housing strange devices. The illithids have removed many items for study, but several remain locked in the cases. The cases can be unlocked using the control panel in the security center (area 3B). The lockers contain two *greater sleep grenades* and a level 20 *laser pistol*[T].

3D. Officers' Lounge. Small tables and large, comfortable chairs fill this room. On a shelf are six unbreakable crystal bottles containing a variety of exotic liquors (500 gp for each crystal bottle, plus 50 gp for the liquor).

A successful attempt to discern the function of the panel reveals that it is damaged. If tampered with, the panel causes keening music to emanate from the ceiling, drawing the attention of the grimlocks (area 4A).

3E. Officers' Quarters. This well-maintained room serves as the quarters for the rakshasas. A longbow and several quivers of arrows are stored here. Three bunks have been slept in recently, indicating the presence of a third rakshasa.

The control panel here has default functions.

3F. Artifact Museum. Sealed cabinets display objects the lost race encountered on other worlds. The

illithids have made use of several of the cases to preserve items.

In addition to its default functions, the control panel here also opens the cases (use the default mechanic for opening doors). Additionally, the panel can activate a crystalline table that displays a map of the world. A character can discern the following additional function for the panel.

Display Map: Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must have successfully discerned this function. *Success:* The crystalline table glows pale green as an image of the world shimmers into view along its surface. The image transitions quickly, showing changes in land and settlements across the face of the planet. (You can use this effect to drop hints and create adventure hooks, allowing moderate or hard History checks to identify places displayed on the map.)

Cases: The cases have several items of interest within them. In addition, you can insert curiosities to be claimed as treasure, hooks for future adventures, or clues regarding the lost race.

- A bloated mind flayer is suspended in clear fluid, with its head deflated and brain removed. (This is the mind flayer whose corpse enabled Ythrilnaw to locate the Lunar Citadel.) If the case is opened, foul-smelling liquid covers the floor and the ancient corpse falls out.
- Four *nautiloids* crawl in a terrarium.
- An extensive collection of rocks and gems, some whose alien colors and textures are entirely unfamiliar to the characters, rests in the case. Ten are unworked gems of obvious value (500 gp each).

3G. Education Center. Rows of seats fill this room, which is used to indoctrinate clones.

In addition to its default functions, the control panel here can project holograms. A character can discern the following extra function for the panel.

Education Programming: Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must have successfully discerned this function. *Success:* Ghostly illusions showing unfamiliar landscapes and strange architecture appear, interspersed with cities and people of influence from the world. Images of illithids occasionally manifest, accompanied by voices in Deep Speech saying, "Obey. Ythrilnaw directs you. Await your moment. Appease your superiors."

4. Lodging and Recreation Areas

Combat Encounter Level 17 9,600 XP

Grimlock thralls linger here when they have nothing to do for their illithid masters. Ythrilnaw aids its servants by cutting the lights in this entire building as soon as the adventurers are drawn into combat.

Perception DC 18: The character hears the grimlocks gathering food from the garden (area 4F).

Light: Bright light. After 2 rounds of combat, Ythrilnaw remotely deactivates the light panels, plunging areas 3–5 into darkness. Dim light from outside continues to fill areas 4A and 4F.

Monsters: Intellect predator, 4 grimlock berserkers, grimlock hulk, 8 grimlock thugs.

Until the party attracts their notice, the grimlocks are gathering food in the garden (area 4F) and carrying it back to their living quarters (area 4B). Two berserkers and four thugs work near the mushroom forest, with a grimlock hulk guarding them. Two berserkers and four thugs are on their way to and from the garden. An intellect predator lurking near the garden pond is kept by Kymohl (see area 7) as a pet. The creature stays near the pond unless it suspects worthwhile prey is nearby. The other creatures in this encounter do not consider the intellect predator to be an ally.

FAMILIAR FACES

Although Ythrilnaw has determined how to operate the cloning machinery, the illithids' experiments have so far produced frustratingly inconsistent results. Each batch of twenty or more clones might yield one viable candidate to indoctrinate as an illithid agent. The rest of the malformed or uncontrollable clones are used for experimentation.

It is left to you to determine the appearance of clone corpses the characters encounter, as well as the living specimens discovered in the clone racks. These clones might bear the features of minor characters the adventurers have previously encountered or heard of.

You can replace Kelm Semersted with an ally or a former rival of the characters. Use Kelm's experiences and reactions as guidelines for how humanoids from the world react to mind flayer experimentation.

4A. Lounging Area. This large open area is filled with trash the grimlocks have discarded. The piled refuse is difficult terrain in the marked squares.

4B. Living Quarters. Much of the strangely shaped furniture in these chambers has been broken or altered for use by the grimlocks. An *evasion shard* is among the debris in one of the rooms.

4C. Grav Tube. This grav tube leads to area 5C.

4D. Converted Quarters. As part of their plots, the illithids converted this chamber to look like a room at an upscale inn. Indoctrinated clones live here, believing themselves to be in the world until they are fully reintroduced to it. Ornate furniture and tapestries decorate the area. One of the tapestries is silk, embroidered with gold thread, and bejeweled (1,000 gp).

Several personal effects have been left behind by clones already sent into the world. You have an opportunity to seed clues here regarding which minor

characters have already been replaced in the world for when the party returns home.

4E. Central Grav Tubes. These tubes are sealed off from the basement access hall (area 2A) unless the characters have opened them. They also provide access to area 5A on the level above.

The control panel here features the default functions and can be used to unseal the tubes.

4F. Garden. This self-sustaining garden was a recreation area. None of the vegetation here is familiar to the adventurers. The ceiling is 30 feet high.

When the characters enter area 4F, read:

The doors sweep open to reveal a carpet of lush blue-green grass. Multihued toadstools as large as small trees tower above unfamiliar shrubs and flowers, and a pond spreads out in their midst. Wide windows line the walls beneath a ceiling high above, providing a full view of the sky and the rocky landscape beyond the area.

Balcony: This walkway (part of area 5B) overlooks the garden from 20 feet above.

Pond: This pool is difficult terrain in squares that touch dry land. It is 5 feet deep in all other squares. The water is clean and drinkable.

Mushroom Forest: Native to the lost race's home world, these large mushrooms produced spores that exhibited a calming effect on lost race members. The thick mushroom stalks are difficult terrain, and they provide partial cover to creatures among them.

Intellect Predator **Level 14 Controller**
Medium aberrant magical beast (blind) XP 1,000

HP 140; **Bloodied** 70 **Initiative** +12
AC 25, **Fortitude** 26, **Reflex** 23, **Will** 27 **Perception** +18
Speed 8 Blindsight 10
Immune blinded, gaze effects

Standard Actions

⊕ **Claw** ✦ **At-Will**
Attack: Melee 1 (one creature); +19 vs. AC
Hit: 4d6 + 8 damage.

⸸ **Body Thief** (charm, psychic) ✦ **At-Will**
Attack: Melee 1 (one stunned creature); +17 vs. Will
Hit: 2d6 + 6 psychic damage, and the target is dominated (save ends; the target takes a -2 penalty to the saving throw). While the target is dominated by the predator, the predator occupies the target's space and cannot be targeted or take damage. The predator cannot use *claw* while the target is dominated. When the target saves, the predator appears in the unoccupied space nearest to the target.
Aftereffect: The target is dazed (save ends).

Thought Lance ✦ **Recharge** ⚄ ⁞⁞
Attack: Ranged 10 (one creature); +17 vs. Will
Hit: The target is stunned until the end of the predator's next turn.

Mind Shock (psychic) ✦ **Encounter**
Attack: Close burst 5 (enemies in burst); +17 vs. Will
Hit: 1d6 + 6 psychic damage, and the target is dazed (save ends). In addition, the predator slides the target 1 square.

Minor Actions

Puppet Master (charm) ✦ **At-Will** (1/round)
Effect: The predator causes the creature dominated by its *body thief* power to take a move action or a minor action.

Triggered Actions

Mind's Resilience ✦ **At-Will**
Trigger: The predator takes damage while subject to an effect that a save can end.
Effect (No Action): The predator makes a saving throw.

Skills Stealth +17
Str 16 (+10) **Dex** 20 (+12) **Wis** 16 (+10)
Con 20 (+15) **Int** 8 (+6) **Cha** 22 (+13)
Alignment chaotic evil **Languages** telepathy 10

4 Grimlock Berserkers **Level 13 Brute**
Medium natural humanoid (blind) XP 800 each

HP 156; **Bloodied** 78 **Initiative** +7
AC 25, **Fortitude** 27, **Reflex** 22, **Will** 23 **Perception** +8
Speed 6 Blindsight 10
Immune blinded, gaze effects

Traits

Grimlock Rage
Whenever its attack bloodies an enemy, the grimlock gains 10 temporary hit points.

Standard Actions

⊕ **Greataxe** (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +18 vs. AC
Hit: 2d12 + 13 damage, or 2d12 + 37 damage on a critical hit.

⸸ **Power Attack** (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +16 vs. AC
Hit: 2d12 + 19 damage, or 2d12 + 43 damage on a critical hit.

⸸ **Frenzied Attack** ✦ **At-Will**
Effect: The grimlock uses *greataxe* twice against a bloodied enemy.

Skills Athletics +17
Str 22 (+12) **Dex** 12 (+7) **Wis** 15 (+8)
Con 16 (+9) **Int** 7 (+4) **Cha** 9 (+5)
Alignment evil **Languages** Common, Deep Speech
Equipment greataxe

8 Grimlock Thugs **Level 18 Minion Brute**
Medium natural humanoid (blind) XP 500 each

HP 1; a missed attack never damages a minion. **Initiative** +14
AC 30, **Fortitude** 31, **Reflex** 29, **Will** 29 **Perception** +14
Speed 6 Blindsight 10
Immune blinded, gaze effects

Standard Actions

⊕ **Greataxe** (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +23 vs. AC
Hit: 15 damage, or 18 damage to a bloodied target.

Str 24 (+16) **Dex** 20 (+14) **Wis** 21 (+14)
Con 14 (+11) **Int** 7 (+7) **Cha** 9 (+8)
Alignment evil **Languages** Common, Deep Speech
Equipment greataxe

Grimlock Hulk	Level 16 Brute
Medium natural humanoid (blind)	XP 1,400
HP 190; **Bloodied** 95	**Initiative** +12
AC 28, **Fortitude** 30, **Reflex** 27, **Will** 27	**Perception** +12
Speed 6	Blindsight 10
Immune blinded, gaze effects	
Trait	
Bloody Wrath	
The grimlock's weapon attacks deal 1d10 extra damage to bloodied targets.	
Standard Actions	
⊕ **Morningstar** (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +21 vs. AC	
Hit: 3d10 + 15 damage, and the target falls prone.	
⊹ **Reaping Star** (weapon) ✦ **At-Will**	
Attack: Close burst 1 (enemies in the burst); +21 vs. AC	
Hit: 1d10 + 17 damage, and the grimlock can push the target 1 square and knock it prone.	
Skills Athletics +20, Endurance +18	
Str 24 (+15) **Dex** 19 (+12)	**Wis** 19 (+12)
Con 20 (+13) **Int** 7 (+6)	**Cha** 9 (+7)
Alignment evil **Languages** Common, Deep Speech	
Equipment morningstar	

Tactics: As soon as the grimlocks become aware of the party, they attack and shout out an alarm. Other grimlocks and the intellect predator join the fray as soon as they can move to the area of the battle. If combat begins outside area 4F, the grimlocks make a fighting retreat toward that area until all of them have joined the battle. The grimlocks focus their attacks to quickly bloody foes, then benefit from their abilities related to that condition.

At the start of the third round, Ythrilnaw shuts off the lights throughout the building (areas 1–5) to give the grimlocks a temporary advantage. Dim light from outside fills areas 4A and 4F even with the lights out.

Conclusion

Ythrilnaw sends a mind flayer and grimlocks from the laboratory to deal with the party. The creatures arrive 5 minutes after combat begins (see area 5).

5. Dining and Meeting Halls

Combat Encounter Level 17 8,200 XP

Reinforcements enter the building from the cloning center 5 minutes after Ythrilnaw becomes aware of the party's presence in area 4.

Light: None. Dim light from outside fills area 5C even with the lights out.

Monsters: Mind flayer unseen, rakshasa mage, 2 grimlock hulks, 2 grimlock bodyguards.

The mind flayer and its allies attempt to stalk the party after the creatures arrive in area 5F. If they do not encounter the adventurers, they make their way to the balcony (area 5B) to scan the garden for foes. If they still spot no enemies, the mind flayer sends four grimlocks down the grav tubes in area 5A to scout area 4E. The rakshasa guards the balcony while the illithid lingers in the cafeteria (area 5D) with the remaining grimlocks, listening for the intruders.

Rakshasa's Ruse: The rakshasa uses *deceptive veil* to appear as a half-elf named Gwen, then claims to have been abducted by the illithids. As long as the ruse holds, the rakshasa tries to learn how the characters arrived at the base while it leads them to the cafeteria.

5A. Central Grav Tubes. These tubes connect with area 4E on the ground level. If the tubes have been unsealed between areas 4E and 2A, a creature can proceed all the way to the basement level.

The control panel here features the default functions and can be used to unseal the tubes.

5B. Garden Balcony. This balcony looks down on the garden (area 4F) 20 feet below.

5C. Observation Deck. Two large columns support the ceiling 40 feet overhead. Windows provide a view of the other two modules (the cloning center and the laboratory) and the access corridors leading to them. Lights can be seen in the cloning center, but the laboratory is dark.

The grav tube here leads to area 4C.

When the characters enter area 5C, read:

Two thick columns stretch to the roof high overhead. The ceiling and walls are set with panoramic windows revealing the bleak landscape beyond.

A pair of enclosed bridges can be seen leading to two more structures in the distance. Although one glimmers with light that suggests activity, the other building appears dark and empty.

5D. Cafeteria. This large room is a dining hall. A successful DC 25 Perception check as part of a thorough search of the area locates a *nautiloid* crawling beneath a cabinet.

In addition to their default functions, the control panels here dispense food. A character can discern the following additional function for these panels.

Dispense Food: Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must have successfully discerned this function. *Success:* A slot expels a foul-smelling yet edible paste, which provides a character's food and water needs for 1 day.

5E. Meeting Halls. These rooms each contain a single large table and six chairs.

The tables have control panels built into them. In addition to their default functions, these control panels also operate visual displays built into the walls. The wall displays are not visible until they are activated. A character can discern the following additional function for a table's panel.

Planning Display: Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must have successfully discerned this function. *Success:* The wall display shows detailed images of areas familiar to the characters, places that the illithids have targeted for their future plans. Use these images to plant hooks for future adventures.

5F. Access Corridor. The control panel here features the default functions and can operate the open bulkhead door. In addition, it enables the use of an emergency protocol. Another panel 15 squares away

down the corridor has the same functions. A character can discern the following additional function for these panels.

Barrier Protocol: Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must have successfully discerned this function. *Success:* A bulkhead door next to the control panel shuts, as does the bulkhead next to the other panel with the same function. Life support shuts down in the 15 squares between these bulkheads, and the atmosphere is instantly evacuated from the area. A creature in the area takes 10 cold damage at the end of each of its turns, and could suffocate (*Rules Compendium*, page 180).

2 Grimlock Hulks — **Level 16 Brute**
Medium natural humanoid (blind) — XP 1,400 each

HP 190; **Bloodied** 95 — **Initiative** +12
AC 28, **Fortitude** 30, **Reflex** 27, **Will** 27 — **Perception** +12
Speed 6 — Blindsight 10
Immune blinded, gaze effects

Trait

Bloody Wrath
The grimlock's weapon attacks deal 1d10 extra damage to bloodied targets.

Standard Actions

Morningstar (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +21 vs. AC
Hit: 3d10 + 15 damage, and the target falls prone.

Reaping Star (weapon) ✦ **At-Will**
Attack: Close burst 1 (enemies in the burst); +21 vs. AC
Hit: 1d10 + 17 damage, and the grimlock can push the target 1 square and knock it prone.

Skills Athletics +20, Endurance +18
Str 24 (+15) **Dex** 19 (+12) **Wis** 19 (+12)
Con 20 (+13) **Int** 7 (+6) **Cha** 9 (+7)
Alignment evil **Languages** Common, Deep Speech
Equipment morningstar

Mind Flayer Unseen — **Level 18 Lurker**
Medium aberrant humanoid — XP 2,000

HP 126; **Bloodied** 63 — **Initiative** +20
AC 32, **Fortitude** 28, **Reflex** 31, **Will** 30 — **Perception** +18
Speed 7 — Darkvision

Traits

Unseen Focus (illusion)
The mind flayer is invisible while it has a creature grabbed.

Standard Actions

Tentacles ✦ **At-Will**
Requirement: The mind flayer must not have a creature grabbed.
Attack: Melee 1 (one creature); +21 vs. Reflex. This attack automatically hits a dazed or stunned target.
Hit: 1d6 + 6 damage, and the mind flayer grabs the target (escape DC 23) if it does not have a creature grabbed.

Extract Brain (healing) ✦ **At-Will**
Attack: Melee 1 (one creature grabbed by the mind flayer); +21 vs. Fortitude
Hit: 6d6 + 20 damage, and the target is dazed until it is no longer grabbed. If the attack reduces the target to 0 hit points or fewer, the target dies and the mind flayer regains 15 hit points.

Mind-Clouding Blast (illusion, psychic) ✦ **Encounter**
Attack: Close blast 5 (enemies in the blast); +21 vs. Will
Hit: 3d8 + 7 psychic damage, and the target is dazed (save ends).
Miss: Half damage.

Move Actions

Mental Cloak (illusion, teleportation) ✦ **Recharge** when an attack hits the mind flayer
Effect: The mind flayer teleports up to its speed, and it becomes invisible until the end of its next turn.

Skills Arcana +20, Insight +18, Stealth +21
Str 18 (+13) **Dex** 25 (+16) **Wis** 18 (+13)
Con 12 (+10) **Int** 23 (+15) **Cha** 22 (+15)
Alignment evil **Languages** Deep Speech, telepathy 20

Rakshasa Mage — **Level 16 Controller**
Medium natural humanoid — XP 1,400

HP 153; **Bloodied** 76 — **Initiative** +10
AC 30, **Fortitude** 26, **Reflex** 29, **Will** 28 — **Perception** +11
Speed 6 — Low-light vision

Standard Actions

Claw (teleportation) ✦ **At-Will**
Attack: Melee 1 (one creature); +21 vs. AC
Hit: 3d6 + 10 damage, and the rakshasa teleports the target up to 3 squares.
Miss: The rakshasa can teleport the target 1 square.

Misleading Visions (illusion, psychic) ✦ **At-Will**
Attack: Area burst 1 within 5 (enemies in the burst); +19 vs. Will
Hit: 2d10 + 11 psychic damage, and the rakshasa slides the target up to 4 squares.
Miss: The rakshasa can slide the target 1 square.

Visions of Terror (fear, illusion, psychic) ✦ **Recharge** ⚄ ⚅
Attack: Area burst 1 within 5 (enemies in the burst); +19 vs. Will
Hit: 3d10 + 13 psychic damage, and the target is immobilized (save ends).
Miss: Half damage, and the target is slowed until the end of the rakshasa's next turn.

Minor Actions

Deceptive Veil (illusion) ✦ **At-Will**
Effect: The rakshasa disguises itself to appear as a Medium humanoid until it uses *deceptive veil* again or until it drops to 0 hit points. Other creatures can make a DC 36 Insight check to discern that the form is an illusion.

Persistent Image (illusion) ✦ **At-Will**
Effect: The rakshasa creates an illusion of a Medium or smaller object or creature in an unoccupied square within 10 squares of it. The illusion can be animate, but it does not produce noise. The illusion lasts until the end of the rakshasa's next turn. A creature that succeeds on a DC 22 Insight check can see through the illusion.
Sustain Minor: The illusion persists until the end of the rakshasa's next turn, and the rakshasa can move the illusion up to 6 squares.

Str 12 (+9) **Dex** 14 (+10) **Wis** 16 (+11)
Con 17 (+11) **Int** 24 (+15) **Cha** 21 (+13)
Alignment evil **Languages** Common

2 Grimlock Bodyguards	Level 14 Soldier
Medium natural humanoid (blind)	XP 1,000 each
HP 139; **Bloodied** 69	**Initiative** +14
AC 30, **Fortitude** 27, **Reflex** 26, **Will** 25	**Perception** +11
Speed 6	Blindsight 10
Immune blinded, gaze effects	
Trait	
Bodyguard Shift	
When the grimlock shifts no more than 1 square, it can slide an adjacent enemy marked by it 1 square and shift into the square the enemy vacated.	
Guarded Mark	
Any enemy that ends its turn adjacent to the grimlock is marked by the grimlock until the end of the enemy's next turn. Any enemy marked by the grimlock cannot gain combat advantage by flanking any grimlock bodyguard.	
Standard Actions	
⊕ **Greatsword** (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +19 vs. AC	
Hit: 3d10 + 6 damage.	
Stick and Shift ✦ **At-Will**	
Effect: The grimlock uses *greatsword*, then shifts 1 square.	
Triggered Actions	
⊹ **Mindlash** (psychic) ✦ **At-Will**	
Trigger: An enemy within 5 squares of and marked by the grimlock makes an attack that does not include the grimlock as a target.	
Effect (Immediate Interrupt): Close burst 5 (the triggering enemy); 10 psychic damage	
Str 23 (+13) **Dex** 20 (+12) **Wis** 19 (+11)	
Con 19 (+11) **Int** 11 (+7) **Cha** 11 (+7)	
Alignment evil **Languages** Common, Deep Speech	
Equipment mismatched plate armor, greatsword	

Tactics: The rakshasa employs *misleading visions* and *claw* to either force foes toward the grimlocks or over the balcony. It reserves *visions of terror* to cover the mind flayer's retreat.

Opening with *mind-clouding blast*, the mind flayer then uses its *tentacles* to grab a target for its *extract brain* power. Using *mental cloak*, it performs hit-and-run attacks. If the fight goes poorly, the mind flayer retreats through the access corridor (area 5F), attempting to reach the farther control panel and activate the barrier protocol to hinder the party. If it escapes, it waits in area 9B, joining in any combat there.

The grimlocks use their powers to keep attackers away from the rakshasa and the mind flayer.

6. Medical Center

Combat Encounter Level 18 10,300 XP

The mind flayer Kymohl uses this area to experiment with the lost race's medical technology. Absorbed in its work, the illithid pays no attention to intruders until they invade this section of the citadel.

Kymohl's obsession with technology has overridden its ties to the elder brain, making it an outcast. The knowledge Kymohl gathers concerning failed clones is the only reason Ythrilnaw allows it to remain in the Lunar Citadel.

Light: Dim light.

Monsters: Kymohl (mind flayer thrall master), 2 thoon hulks.

Using the technology here, Kymohl has created a pair of thoon hulks. These enraged creatures are sealed in the isolation room (area 6D).

6A. Medical Lab. Displays on the walls show anatomical graphics of a variety of familiar and unfamiliar creatures. Medical supplies fill several shelves here. Any search locates three *stimulant injectors*.

6B. Operating Chamber. Kymohl is here, using the area's medical machinery to dissect a failed clone of Kelm Semersted. If the real Kelm is with the party, he screams uncontrollably, then faints.

In addition to its default functions, the control panel here also operates the medical machinery. A character can discern the following additional function for the panel.

Administer Medical Aid: Intelligence DC 17 or Heal DC 22 (standard action). *Requirement:* The character must have successfully discerned this function, and the target of the aid must be reclining on a medical table. *Success:* The target regains hit points as if it spent a healing surge. A creature can benefit from this treatment only once per day. *Failure (12 or lower):* The target takes 15 damage.

When the characters enter area 6B, read:

A gaunt mind flayer with ashen skin toils over strange equipment, making adjustments to control panels. A mass of metal arms tipped with blades prods and cuts a bloody humanoid form on a table in the center of the room. Roars and shrieks can be heard down an adjacent corridor.

6C. Recovery Room. Mind flayers use the beds in this area to nurse immature clones to full health. Devices connected to the control panel here monitor the clones.

In addition to its default functions, the control panel here also operates the medical records database. A character can discern the following additional functions for the panel.

Medical Advice: Intelligence DC 17 or Heal DC 22 (standard action). *Requirement:* The character must have successfully discerned this function, and the target for which advice is sought must be reclining on a medical table. *Success:* The panel's user receives a +5 bonus to the next Heal check performed on the target.

Patient Records: Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must have successfully discerned this function. *Success:* The panel displays images of clones that have recently recovered in this room, potentially revealing mind flayer spies back in the world. Use this information to plant adventure hooks—or to reveal that one of the adventurers is a clone (see the "One of Us" sidebar, page 3).

6D. Isolation Room. This room served as a quarantine chamber. A single bed is molded into one of its oddly soft walls. The thoon hulks created by Kymohl are confined here.

2 Mind Flayer Thrall Masters **Level 14 Elite Controller (Leader)**
Medium aberrant humanoid — XP 2,000 each

HP 260; **Bloodied** 130 — **Initiative** +9
AC 28, **Fortitude** 23, **Reflex** 27, **Will** 26 — **Perception** +10
Speed 7 — Darkvision
Saving Throws +2; **Action Points** 1

Standard Actions

Tentacles ✦ At-Will
Requirement: The mind flayer must not have a creature grabbed.
Attack: Melee 1 (one creature); +17 vs. Reflex. This attack automatically hits a dazed or stunned target.
Hit: 3d6 + 5 damage, and the mind flayer grabs the target (escape DC 21) if it does not have a creature grabbed.

Manipulate Brain ✦ At-Will
Attack: Melee 1 (one creature grabbed by the mind flayer); +17 vs. Fortitude
Hit: 4d6 + 10 damage, and the target is stunned until it is no longer grabbed by the mind flayer. If this attack reduces the target to 0 hit points or fewer, the mind flayer does one of the following.
Eat Brain (healing): The target dies, and the mind flayer regains 20 hit points.
Thrall Surgery (charm): Instead of dropping to 0 hit points or fewer, the target remains at 1 hit point. It is dominated until the mind flayer dies.

Mind Blast (psychic) ✦ **Recharge** ⚄ ⁞⁞
Attack: Close blast 5 (enemies in the blast); +17 vs. Will
Hit: 3d8 + 10 psychic damage, and the target is dazed (save ends). If the mind flayer scores a critical hit against the target, the target is dominated instead of dazed (save ends).
Miss: Half damage.

Minor Actions

Thrall Strike (charm) ✦ **At-Will** (1/round)
Effect: Ranged sight (one ally or creature dominated by the mind flayer). The target makes a basic attack as a free action.

Triggered Actions

Teleport Thrall (teleportation) ✦ **At-Will**
Trigger: An enemy targets the mind flayer with a melee attack.
Effect (Immediate Interrupt): Close burst 5 (one ally or creature in the burst dominated by the mind flayer). The mind flayer teleports up to 5 squares and teleports the target to the square it vacated. The triggering attack targets the target instead of the mind flayer.

Skills Arcana +18, Insight +15
Str 14 (+9) **Dex** 15 (+9) **Wis** 17 (+10)
Con 10 (+7) **Int** 23 (+13) **Cha** 20 (+12)
Alignment evil **Languages** Deep Speech, telepathy 20

2 Thoon Hulks **Level 22 Brute**
Large aberrant humanoid, mind flayer — XP 4,150 each

HP 255; **Bloodied** 127 — **Initiative** +18
AC 34, **Fortitude** 35, **Reflex** 33, **Will** 32 — **Perception** +19
Speed 6 — Darkvision
Resist 10 psychic

Standard Actions

Eviscerate ✦ At-Will
Attack: Melee 2 (one creature); +27 vs. AC
Hit: 4d10 + 16 damage (6d10 + 16 against a creature grabbed by the Thoon hulk).

Mind Blast (psychic) ✦ **Recharge** ⁞⁞
Attack: Close blast 5 (enemies in blast); +25 vs. Will
Hit: 1d12 + 7 psychic damage, and the target is dazed (save ends).

Call of Thoon (charm, psychic) ✦ **Encounter**
Attack: Ranged 10 (one creature); +25 vs. Will
Hit: 4d12 + 20 psychic damage.
Effect: The Thoon hulk pulls the target 10 squares to a square adjacent to it.

Minor Actions

Tentacles ✦ At-Will
Requirement: The Thoon hulk must not have a creature grabbed.
Attack: Melee 1 (one creature); +25 vs. Reflex
Hit: The Thoon hulk grabs the target.

Triggered Actions

Psychic Explosion (psychic) ✦ **Encounter**
Trigger: The Thoon hulk drops to 0 hit points.
Attack (No Action): Close burst 2 (enemies in burst); +26 vs. Will
Hit: Ongoing 15 psychic damage (save ends).

Str 28 (+20) **Dex** 24 (+18) **Wis** 26 (+19)
Con 25 (+18) **Int** 6 (+19) **Cha** 23 (+17)
Alignment evil **Languages** Deep Speech, telepathy 10

6E. Triage Center. Gurneys in this chamber are laden with the remains of creatures on which Kymohl has experimented. Some of the corpses might resemble minor characters familiar to the adventurers, but their deformity makes positive identification difficult (DC 23 Heal check). The adventurers can clearly note bodies that are based on the same person, providing another clue to the illithids' cloning scheme.

A character who succeeds on a DC 17 Dungeoneering check notices that most of the bodies' brains have not been consumed, contrary to expectation for the victims of mind flayers.

The control panel here can be used to unseal the bulkhead that leads to area 7.

Tactics: The moment it becomes aware of intruders in area 6, Kymohl uses the control panel to open the door to area 6D, releasing the thoon hulks. If prevented from doing so, the illithid outcast negotiates with the party, expressing an interest in any lost race technology the adventurers might be carrying. In exchange for several such items, Kymohl might permit the characters to pass unmolested through area 6E, confident that the elder brain and its guards can deal with them.

In combat, Kymohl employs *mind blast* before using *tentacles* to concentrate on dazed or dominated opponents. It creates dominated thralls with *manipulate brain* unless it is bloodied, in which case it eats the target's brain. Kymohl keeps the thoon hulks close to dangerous party members using *teleport thrall*.

Despite their frenzied appearance, the thoon hulks obey Kymohl, fighting to the death to protect him. They use *call of thoon* to divide their opposition and keep foes from reaching their master.

Laboratory and Cloning Center

Much of the equipment in the two-story laboratory building was shut down when the lost race departed. The illithids continue experimenting with what remains, and they have converted the space into living quarters for them, their guards, and the elder brain.

Ythrilnaw has taken great care with the cloning machinery, and that area of the citadel remains in excellent shape. Only the ulitharid and its bodyguards are permitted in the heart of the complex.

7. Laboratory Upper Level

Combat Encounter Level 18 10,000 XP

The illithids experiment with the lost race's dimensional warping technology here.

Light: Dim light.

Monsters: 2 mind flayer thrall masters, 6 ironskin warriors.

The upper level of the laboratory houses the mind flayers and their guards, as well as several chambers containing lost race technology. Currently, the illithids are experimenting with using the lost race's transit system to reach the Far Realm. They have isolated themselves while conducting this experiment, so Ythrilnaw cannot warn them of intruders.

The mind flayers are initially in area 7D. Four of the ironskin warrior minotaurs are supposed to patrol the corridors between the various chambers, but only two currently do so. Two others are in the psychic lab (area 7E), playing with the machine. The remaining minotaurs are resting in their lair (area 7B). If the guards spot intruders, they shout out to raise the alarm.

7A. Grav Tube. This tube leads down to area 8A. The control panel here features the default functions.

7B. Minotaur Lair. Rough bedding and bloody stains on the floor indicate that the minotaurs sleep and dine here. Unlike the illithids, the minotaurs are happy to eat failed clones. Among their possessions are 1,000 gp in various containers and a bejeweled gold idol of Baphomet (3,000 gp).

7C. Illithid Chambers. These quarters house illithids, and the rooms are filled with an assortment of devices the mind flayers use for eating and personal grooming. One such set of illithid cutlery is platinum and set with rubies (2,500 gp). A box in one of the rooms also contains 70 pp.

7D. Portal Lab. This lab is used to conduct experiments with the lost race's portal technology. The illithids have opened a semifunctional portal to the Far Realm. Because the technology cannot support such a connection, the portal produces a strange effect instead (see below).

When the characters enter area 7D, read:

Hanging in the air, a swirling field of light offers glimpses of a disturbing reality of twisting tentacles. One mind flayer manipulates a control panel while another stares at the writhing portal. Its tentacles squirm as if it is communicating with its cohort.

In addition to its default functions, the control panel here operates the portal. A character can discern the following additional function for the panel.

Close Portal: Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must

Mind Flayer Thrall Master **Level 14 Elite Controller (Leader)**
Medium aberrant humanoid XP 2,000

HP 260; **Bloodied** 130 **Initiative** +9
AC 28, **Fortitude** 23, **Reflex** 27, **Will** 26 **Perception** +10
Speed 7 Darkvision
Saving Throws +2; **Action Points** 1

Standard Actions

Tentacles ✦ At-Will
Requirement: The mind flayer must not have a creature grabbed.
Attack: Melee 1 (one creature); +17 vs. Reflex. This attack automatically hits a dazed or stunned target.
Hit: 3d6 + 5 damage, and the mind flayer grabs the target (escape DC 21) if it does not have a creature grabbed.

Manipulate Brain ✦ At-Will
Attack: Melee 1 (one creature grabbed by the mind flayer); +17 vs. Fortitude
Hit: 4d6 + 10 damage, and the target is stunned until it is no longer grabbed by the mind flayer. If this attack reduces the target to 0 hit points or fewer, the mind flayer does one of the following.
Eat Brain (healing): The target dies, and the mind flayer regains 20 hit points.
Thrall Surgery (charm): Instead of dropping to 0 hit points or fewer, the target remains at 1 hit point. It is dominated until the mind flayer dies.

Mind Blast (psychic) ✦ **Recharge** ⚄ ⁞⁞
Attack: Close blast 5 (enemies in the blast); +17 vs. Will
Hit: 3d8 + 10 psychic damage, and the target is dazed (save ends). If the mind flayer scores a critical hit against the target, the target is dominated instead of dazed (save ends).
Miss: Half damage.

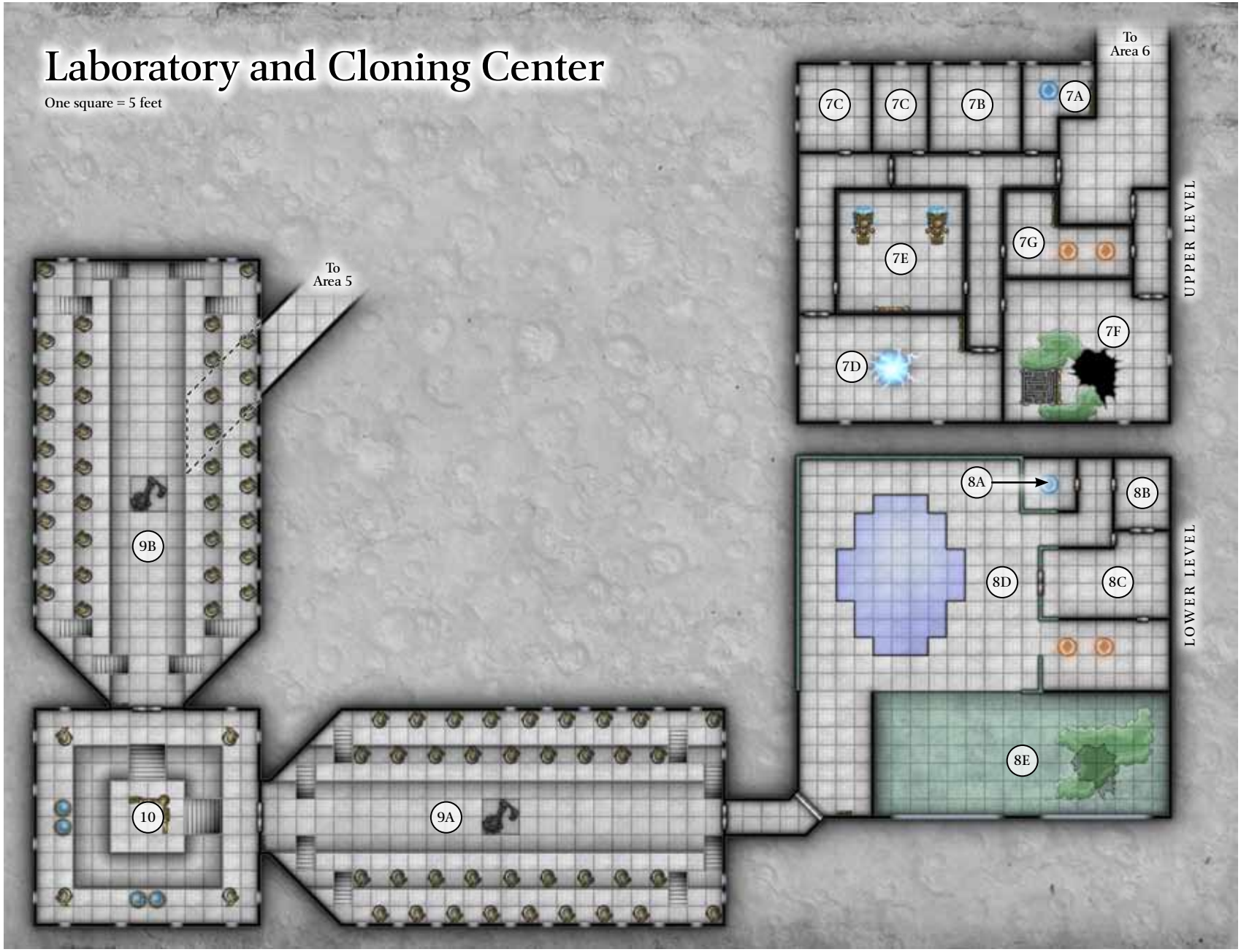
Minor Actions

Thrall Strike (charm) ✦ **At-Will** (1/round)
Effect: Ranged sight (one ally or creature dominated by the mind flayer). The target makes a basic attack as a free action.

Triggered Actions

Teleport Thrall (teleportation) ✦ **At-Will**
Trigger: An enemy targets the mind flayer with a melee attack.
Effect (Immediate Interrupt): Close burst 5 (one ally or creature in the burst dominated by the mind flayer). The mind flayer teleports up to 5 squares and teleports the target to the square it vacated. The triggering attack targets the target instead of the mind flayer.

Skills Arcana +18, Insight +15
Str 14 (+9) **Dex** 15 (+9) **Wis** 17 (+10)
Con 10 (+7) **Int** 23 (+13) **Cha** 20 (+12)
Alignment evil **Languages** Deep Speech, telepathy 20


Laboratory and Cloning Center
One square = 5 feet
To Area 6
7C
7C
7B
7A
7E
7G
7F
7D
UPPER LEVEL
To Area 5
9B
8A
8B
8D
8C
8E
LOWER LEVEL
10
9A

have successfully discerned this function. *Success:* The portal disappears. *Failure:* The portal pulls each creature in the room 1 square.

Far Realm Portal: The field of light is a portal to the Far Realm. If a nonaberrant creature enters the portal's space, that creature is removed from play until the start of its next turn. At the start of its next turn, the creature returns in a nonhazardous, unoccupied square of your choice in the room, then takes 15 psychic damage, falls prone, and is dazed (save ends).

7E. Psychic Lab. This lab houses a device to manipulate clones' psyches. The lost race never completed its experiments, so the device remains unreliable.

In addition to its default functions, the control panel operates the psychic machinery. A character can discern the following additional function for the panel.

Psychic Programming: Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must have successfully discerned this function. *Success:* The machines in this room hum and project light into the space between them. If no creature is in a square between the machines, nothing else happens. If one or more creatures move between the machines, roll a d6 for each creature to determine the effect. Each effect lasts for 5 minutes.

1. *Hatred:* The creature treats one random creature that it can see as an enemy. A successful DC 23 Bluff check, Diplomacy check, or Intimidate check convinces the creature that its belief is erroneous, ending the effect.

2. *Fear:* The creature takes a –2 penalty to attack rolls. In addition, if it is bloodied, it flees from combat. A successful DC 23 Bluff check or Diplomacy check calms the creature, ending the effect.

3. *Despair:* The creature sobs uncontrollably, granting combat advantage. A successful DC 23 Bluff check, Diplomacy check, or Intimidate check calms the creature, ending the effect.

4. *Calm:* The creature gains a +2 power bonus to ability checks, skill checks, and saving throws.

5. *Confidence:* The creature is immune to fear effects and gains a +2 power bonus to attack rolls.

6. *Love:* The creature treats one random creature that it can see as a dear friend. The creature is susceptible to Bluff checks and Diplomacy checks from the friend, taking a –4 penalty to Insight checks made against such checks. The creature does everything it can to aid the friend, both in and out of combat.

7F. Chemical Lab. The devices here were among the first the illithids experimented with, leading to disastrous results. A ruined machine now continually leaks glowing goo that has dissolved a hole in the floor and pours down into area 8E. (If the carrion crawler in that area hears movement, it readies an action to attack creatures that fall into the habitat.)

The control panel here has shut down and cannot perform even default functions.

Caustic Goo: Any creature that enters or starts its turn in the goo takes 15 acid damage. A creature can take this damage only once per turn. Any creature that comes in contact with the goo glows for 5 minutes, taking a –10 penalty to Stealth checks.

7G. Damaged Grav Tubes. The grav tubes here have malfunctioned, indicated by a flashing red light. Any creature that steps into a malfunctioning tube falls 20 feet to area 8D, alerting the elder brain.

Tactics: When confronted by intruders, the ironskin warriors use *heart of the gorgon* to slow the adventurers while shouting for reinforcements. When the other minotaurs arrive, they enter combat with *goring charge*.

The thrall masters remain out of melee range, relying on *mind blast* and *thrall strike* as they evade their foes, fall back, and wait for *mind blast* to recharge. Given the opportunity, the mind flayers force foes into the chemical lab (area 7F).

If one of the mind flayers is slain, the other attempts to flee by way of the functioning grav tube (area 7A) to reach the elder brain.

6 Ironskin Warriors	**Level 14 Soldier**
Medium natural humanoid, minotaur	XP 1,000 each
HP 140; **Bloodied** 70	**Initiative** +15
AC 30, **Fortitude** 27, **Reflex** 26, **Will** 25	**Perception** +13
Speed 6	
Resist 10 poison	
Standard Actions	
Greataxe (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +19 vs. AC	
Hit: 2d12 + 9 damage, and the target is slowed and cannot shift (save ends both).	
Goring Charge ✦ **At-Will**	
Effect: The warrior charges and makes the following attack in place of a melee basic attack.	
Attack: Melee 1 (one creature); +20 vs. AC	
Hit: 2d10 + 11 damage, and the target falls prone.	
Heart of the Gorgon (poison) ✦ **Encounter**	
Attack: Close blast 5 (enemies in blast); +17 vs. Fortitude	
Hit: 3d6 + 5 poison damage, and the target is slowed (save ends).	
First Failed Saving Throw: The target is immobilized instead of slowed (save ends).	
Second Failed Saving Throw: The target is petrified.	
Triggered Actions	
Ironskin Ferocity	
Trigger: The warrior drops to 0 hit points.	
Effect (Immediate Interrupt): The warrior uses *greataxe*. If the attack hits, the target is immobilized until the end of the target's next turn.	
Skills Athletics +18, Endurance +17	
Str 23 (+13) **Dex** 23 (+13) **Wis** 23 (+13)	
Con 20 (+12) **Int** 20 (+12) **Cha** 20 (+12)	
Alignment evil **Languages** Common	
Equipment greataxe	

8. Laboratory Lower Level

Combat Encounter Level 19 13,400 XP

The elder brain lives and schemes here.

Light: None other than dim light in area 8E. Light panels do not function here.

Monsters: Elder brain, enormous carrion crawler.

8A. Grav Tube. This grav tube leads to area 7A.

8B. Storage. Ythrilnaw has a collection of technological items here for experimentation. Arrayed on several tables are two *greater sleep grenades*, two *stimulant injectors*, and a level 19 *blaster rifle*[T].

8C. Ythrilnaw's Chamber. This room is furnished with the unusual trappings of a mind flayer, such as a furnishing of whorled stone that looks designed for reclining and similar designs on the wall. A large stone chest here contains platinum cutlery (500 gp), 90 pp, and an unusual luminescent jewel (2,500 gp).

8D. Brain Pool. This open space has been converted to serve as a lair for the elder brain. This creature normally rests in its pool, and it attacks intruders the moment they are detected.

When the characters enter area 8D, read:

The atmosphere here is warm and thick with the odor of stagnant water. The walls are dark and glossy, and they are cast of a strange material impressed with unsettling spiral patterns. A railing blocks a drop into a larger adjoining chamber.

Dominating the room is an expansive pool, within which glistens an immense, quivering brain draped in tentacles. It shudders as if in response to your presence, and the air fills with palpable thoughts of pure hate.

Perception DC 23: The character sees tadpole-like creatures swimming throughout the pool.

Aberrant Walls: Illithids sculpted the walls to emanate an aberrant aura. Nonaberrant creatures in the room take a –2 penalty to saving throws.

Elder Brain **Level 23 Elite Controller**
Large aberrant magical beast (blind) XP 10,200

HP 436; **Bloodied** 218 **Initiative** +17
AC 37, **Fortitude** 33, **Reflex** 35, **Will** 37 **Perception** +19
Speed 2, teleport 6 Blindsight 10
Immune blinded, gaze effects
Saving Throws +2; **Action Points** 1

Traits

Warp Reality ✦ Aura 5
Any enemy that teleports while within the aura takes 10 damage.

Absorb Thoughts
Whenever a nonminion ally within 10 squares of the elder brain drops to 0 hit points, the elder brain makes a saving throw or a power recharge roll.

Unseeing Telepathy
The elder brain can communicate with other creatures telepathically even if it does not have line of effect to those creatures.

Standard Actions

Tentacle Warp (teleportation) **✦ At-Will**
Attack: Melee 3 (one creature); +26 vs. AC
Hit: 1d8 + 8 damage. The elder brain teleports the target 3 squares, and the target is immobilized until the end of the elder brain's next turn.

Flailing Warp ✦ At-Will
Effect: The elder brain uses *tentacle warp* three times, making each attack against a different target.

Mind Burst (psychic) **✦ Recharge** ⚄ ⁞⁞
Attack: Close burst 5 (enemies in burst); +27 vs. Will
Hit: 3d8 + 6 psychic damage, and the target is dazed (save ends).
Miss: Half damage.

Minor Actions

Sensory Overload (psychic, teleportation) **✦ Recharge** ⚄ ⁞⁞
Attack: Close burst 5 (enemies in burst); +27 vs. Will
Hit: 2d8 + 6 psychic damage, and the target is blinded and deafened until the end of the elder brain's next turn. The elder brain then teleports the target 3 squares.

Triggered Actions

Baleful Transfer ✦ At-Will
Trigger: The elder brain saves against an effect.
Effect (No Action): An enemy within 5 squares of the elder brain is subjected to the same effect the elder brain saved against (save ends).

Skills Arcana +25, Bluff +24, Diplomacy +24, Dungeoneering +24,
Str 23 (+17) **Dex** 23 (+17) **Wis** 26 (+19)
Con 26 (+19) **Int** 28 (+20) **Cha** 27 (+19)
Alignment evil **Languages** Deep Speech, telepathy 50

Brain Pool: Because the elder brain and Ythrilnaw have determined that their operation cannot currently sustain more mind flayers, the brain pool is seething with mind flayer tadpoles desperate for hosts. These illithid infants magnify psychic trauma. Nonaberrant creatures have vulnerable 10 psychic while in the pool.

A creature that ends its turn in the pool is subject to the following attack as young illithids swarm in a hungry frenzy.

Feeding Frenzy ✦ At-Will
Attack: Melee 1 (one creature); +20 vs. Fortitude
Hit: 4d6 + 12 damage, and the target is slowed (save ends).
First Failed Saving Throw: The target is also dazed (save ends both).
Second Failed Saving Throw: The target is dominated by the elder brain (save ends).

Bulkhead Door: This door is normally sealed. The nearby control panel can open it.

Damaged Grav Tubes: These tubes have malfunctioned, as indicated by a flashing red light. Characters climbing the tubes can reach area 7G above.

Treasure: One of a pair of *dimension hoops* sits at the edge of the pool. It is linked to the one in Ythrilnaw's possession. If the characters discover how the hoop is used, anything they send through arrives in area 10.

8E. Creature Habitat. This sunken habitat formerly held unusual creatures for study. It is now the domain of an enormous carrion crawler trained to the illithids' service. Plants and grass here are of the same unfamiliar types found in area 4F. The floor is 20 feet below the railing.

Enormous Carrion Crawler	**Level 17 Elite Soldier**
Huge aberrant beast	XP 3,200
HP 332; **Bloodied** 166	**Initiative** +14
AC 33, **Fortitude** 31, **Reflex** 30, **Will** 29	**Perception** +11
Speed 6, climb 6 (spider climb)	Darkvision
Saving Throws +2; **Action Points** 1	
Traits	
Threatening Reach	
The carrion crawler can make opportunity attacks against enemies within 3 squares of it.	
Standard Actions	
⊕ **Tentacles** (poison) ✦ **At-Will**	
Attack: Melee 3 (one creature); +20 vs. Fortitude	
Hit: 2d6 + 8 damage, the carrion crawler can pull the target 1 square, and the target takes ongoing 10 poison damage and is slowed (save ends both).	
First Failed Saving Throw: The target is immobilized instead of slowed (save ends).	
Second Failed Saving Throw: The target is stunned instead of immobilized (save ends).	
⸸ **Bite** ✦ **At-Will**	
Attack: Melee 1 (one creature); +22 vs. AC	
Hit: 2d12 + 12 damage.	
⸸ **Hungry Assault** ✦ **At-Will**	
Effect: The carrion crawler uses *tentacles* twice or uses *tentacles* once and *bite* once.	
✧ **Tentacle Flurry** (poison) ✦ **Recharge** when first bloodied	
Attack: Close blast 3 (creatures in the blast); +20 vs. Fortitude	
Hit: 2d10 + 5 damage, and the target takes ongoing 10 poison damage and is slowed (save ends both).	
First Failed Saving Throw: The target is immobilized instead of slowed (save ends).	
Second Failed Saving Throw: The target is stunned instead of immobilized (save ends).	
Str 25 (+15) **Dex** 18 (+12) **Wis** 16 (+11)	
Con 22 (+14) **Int** 4 (+5) **Cha** 18 (+12)	
Alignment unaligned **Languages** –	

Caustic fluid from the leaky machinery in area 7F leaks from the hole in the ceiling 30 feet above. The glowing liquid fills the area with dim light.

Caustic Goo: Any creature that enters or starts its turn in the goo takes 15 acid damage. A creature can take this damage only once per turn. Any creature that comes in contact with the goo glows for 5 minutes, taking a –10 penalty to Stealth checks.

Tactics: When attacked, the elder brain telepathically commands the carrion crawler to emerge from its habitat. The elder brain begins combat using *mind burst*, then uses *sensory overload* to teleport enemies into the brain pool. Whenever possible, it uses *tentacle warp* to place enemies within the reach of the carrion crawler. If the carrion crawler stuns a foe, that power instead teleports the enemy into the brain pool.

When the elder brain sends a telepathic command, the carrion crawler climbs from its habitat and attacks any enemy within reach.

Although this area is not subject to observation-sphere surveillance, if the elder brain believes it is in danger, it uses *unseeing telepathy* to contact Ythrilnaw. The ulitharid opens the bulkhead remotely and sends a wave of eight undeveloped clones (see area 9) to aid the elder brain. These clones arrive at the start of the round after the elder brain calls for aid.

9. Clone Racks

Combat Encounter Level 17 8,000 XP

As soon as Ythrilnaw detects that the party has infiltrated this area, it unleashes a wave of clones. The ulitharid then uses the mechanical arm to attack the characters remotely from the cloning chamber.

Light: Bright light.

Monsters: 12 undeveloped clones.

Trap: Mechanical arm.

Ythrilnaw releases the clones into area 9A or area 9B, whichever room the party is in. The ulitharid then uses the mechanical arm remotely from area 10 to grab foes and deposit them in the empty pods.

When the characters enter area 9A or 9B, read:

Tiered racks of brass cylinders, each over six feet tall, flank the walkway of this room. A glass plate set in the front of each cylinder reveals the vague image of a humanoid face within it.

Metal stairs provide access to the dozens of cylinders, each of which sprouts tubes and pipes that run up to the ceiling. A huge metal claw is mounted there, tending the cylinders.

9A and 9B. Clone Racks. Each of these identical chambers houses cloning pods. A large mechanical arm mounted in the center of the ceiling transports the pods to and from the cloning chamber (area 10).

The doors to area 10 are locked. Because Ythrilnaw tries to override any attempt at opening them, a character who wants to do so must make a successful DC 23 Thievery check using the control panel.

In addition to their default functions, the control panels in each area operate the cloning machinery. A character can discern the following additional functions for these panels.

Operate Mechanical Arm: Intelligence DC 17 or Thievery DC 23 (standard action). *Special:* If Ythrilnaw is directing the arm, the character must succeed on a check whenever he or she tries to use this function.

See the seize control countermeasure on the trap. *Requirement:* The character must have successfully discerned this function. *Success:* The character can direct the mechanical arm to attack a target of his or her choice.

Open Pod: Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must have successfully discerned this function. *Success:* The character selects up to six sealed pods to open, awakening and releasing any clones within them. If the character succeeds on the check by 5 or more, the released clones follow the character's instructions.

Mechanical Arm **Level 18 Trap**
Object XP 2,000

Detect automatic **Initiative** +12
HP 150
AC 30, **Fortitude** 30, **Reflex** 27, **Will** –
Immune necrotic, poison, psychic, forced movement, all conditions, ongoing damage; **Vulnerable** 5 lightning

Standard Actions

Claw ✦ At-Will
Attack: Melee 10 (one creature); +21 vs. Reflex
Hit: 3d10 + 10 damage, the target is grabbed (escape DC 23), and the arm slides the target up to 5 squares. While grabbing a creature, the arm can use *claw* only against that creature.

Countermeasures

- ✦ **Climb:** Athletics DC 20 (move action). *Two Successes:* The character can ascend to the arm's ceiling housing. *Failure (15 or lower):* The character falls.
- ✦ **Disable:** Thievery DC 23 (standard action). *Requirement:* The character must have climbed to the arm's ceiling housing. *Three Successes:* The arm ceases to function. *Failure (18 or lower):* The character and any creature grabbed by the arm take 15 lightning damage.
- ✦ **Seize Control:** Intelligence DC 17 or Thievery DC 23 (standard action). *Success:* The character can direct the arm to use *claw* once against a target of his or her choice, as well as to release any creature grabbed by the arm. *Failure (by 5 or more):* The character and any creature grabbed by the arm take 15 lightning damage.

12 Undeveloped Clones **Level 18 Minion Brute**
Medium natural humanoid XP 500 each

HP 1; a missed attack never damages a minion. **Initiative** +12
AC 30, **Fortitude** 30, **Reflex** 30, **Will** 29 **Perception** +9
Speed 6

Standard Actions

Slam ✦ At-Will
Attack: Melee 1 (one creature); +23 vs. AC
Hit: 16 damage, and the clone grabs the target (escape DC 23).

Str 16 (+12)	**Dex** 16 (+12)	**Wis** 10 (+9)
Con 12 (+10)	**Int** 10 (+9)	**Cha** 12 (+10)

Alignment unaligned **Languages** understands Common

Tactics: The clones surround characters by moving up and down the racks of pods.

Ythrilnaw, using the controls in area 10, directs the mechanical arm to trap characters in empty pods. The ulitharid focuses its attacks on any foe using the control panel to seize control of the arm or open the door to the cloning chamber.

Cloning Pods

A Medium or smaller creature can enter or be forced into an open, empty pod. When a creature does so, the pod closes instantly and automatically.

Escaping from a pod requires a DC 23 Athletics check or Thievery check (a move action). One creature outside the pod can attempt the check to release a captured creature. If two creatures are working together, one can attempt the check while the other assists.

While within a pod, a creature is dazed and restrained. It has line of sight to the area outside the pod, and creatures outside the pod have line of sight to the creature in the pod. No line of effect extends between inside the pod and outside the pod. A creature freed from a pod is dazed (save ends).

10. Cloning Chamber

Combat Encounter Level 21 **16,400 XP**

Ythrilnaw monitors the entire Lunar Citadel from here with its bodyguards.

Light: Bright light.

Monsters: Ythrilnaw (ulitharid), 2 tanarukk steel warriors, 8 undeveloped clones.

Trap: Mechanical arm.

When the characters enter area 10, read:

An elevated platform dominates the center of this vaulted chamber, and the pillars that support it plunge into darkness below. Metal stairs lead from the platform to a walkway around the room's perimeter. More brass and silver cylinders stand around the room.

Atop the platform stands the tall mind flayer that addressed you soon after your arrival. It surveys the controls before it with cold, black eyes while its tentacles work the panel. A mechanical arm descends to adjust one of the cylinders. Two demonic orcs flank the mind flayer, ready to defend their master.

Ythrilnaw is willing to talk, but will not permit the characters to escape. At the first opportunity, the ulitharid pushes its transit beacon (spotted by the characters in event 1) through one of a pair of *dimension hoops* it carries. The beacon emerges at the brain pool (area 8D) where the matching hoop is located. If the characters took the hoop from that area, the transit beacon instead comes to them.

The ulitharid uses telepathy to taunt the adventurers, informing them that it intends to clone whoever survives the coming battle. The evil acts it intends to orchestrate will overshadow the characters' past heroic deeds.

Control Panel: The panel here can operate any doors, grav tubes, and observation spheres in the Lunar Citadel. The panel can also open any clone or duplication pod in the citadel. Thanks to the

Ulitharid **Level 21 Elite Controller**
Medium aberrant humanoid, mind flayer XP 6,400

HP 386; **Bloodied** 193 **Initiative** +16
AC 35, **Fortitude** 32, **Reflex** 34, **Will** 33 **Perception** +17
Speed 7 Darkvision
Saving Throws +2; **Action Points** 1

Standard Actions

Tentacles ✦ At-Will
Attack: Melee 2 (one creature); +24 vs. Reflex. This attack automatically hits a dazed or stunned target.
Hit: 4d6 + 15 damage, and the ulitharid grabs the target (escape DC 26) if it isn't already grabbing a creature.

Manipulate Brain ✦ At-Will
Attack: Melee 1 (one creature grabbed by the ulitharid); +24 vs. Fortitude
Hit: 4d8 + 18 damage, and the target is stunned until it is not grabbed by the ulitharid. If this attack drops the target below 1 hit point, the ulitharid does one of the following.
Eat Brain (healing): The target dies, and the ulitharid regains 30 hit points.
Thrall Surgery (charm): Instead of dropping below 1 hit point, the target drops to 1 hit point, and it is dominated until the ulitharid dies.

Mind Blast (psychic) ✦ **Recharge** ⚄ ⁞⁞
Attack: Close blast 5 (enemies in the blast); +24 vs. Will
Hit: 4d8 + 16 psychic damage, and the target is dazed (save ends).
Miss: Half damage, and the target grants combat advantage (save ends).

Minor Actions

Compulsion (charm, psychic) ✦ **At-Will** (1/round)
Attack: Ranged 10 (one creature); +24 vs. Will. This attack does not provoke opportunity attacks.
Hit: 3d8 + 16 psychic damage, and the ulitharid slides the target up to the target's speed.
Miss: The ulitharid slides the target up to 2 squares.

Triggered Actions

One Step Ahead (teleportation) ✦ **At-Will**
Trigger: An enemy enters a square adjacent to the ulitharid.
Effect (Immediate Reaction): The ulitharid teleports up to 5 squares, and the triggering enemy grants combat advantage until the end of its next turn.

Manipulate Reality (teleportation) ✦ **Encounter**
Trigger: An enemy hits the ulitharid with an attack.
Effect (Immediate Interrupt): Close burst 5 (one ally or creature in the burst dominated by the ulitharid); the ulitharid teleports up to 10 squares and teleports the target to the space it vacated. The triggering attack hits the target instead of the ulitharid.

Skills Arcana +23, Insight +22
Str 20 (+15) **Dex** 22 (+16) **Wis** 24 (+17)
Con 17 (+13) **Int** 26 (+18) **Cha** 23 (+16)
Alignment evil **Languages** Deep Speech, telepathy 20

2 Tanarukk Steel Warriors **Level 18 Soldier**
Medium elemental humanoid (demon), orc XP 2,000 each

HP 177; **Bloodied** 88 **Initiative** +13
AC 33, **Fortitude** 30, **Reflex** 29, **Will** 30 **Perception** +12
Speed 5 Darkvision
Resist 5 fire

Standard Actions

Broadsword (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +23 vs. AC
Hit: 3d10 + 10 damage.
Effect: The target is marked until the end of the steel warrior's next turn.

Crossbow (weapon) ✦ **At-Will**
Attack: Ranged 15/30 (one creature); +23 vs. AC
Hit: 3d8 + 6 damage.

Burning Cage (fire, weapon) ✦ **Recharge** ⚄ ⁞⁞
Attack: Melee 1 (one creature); +21 vs. Reflex
Hit: 3d10 + 20 fire damage, and the target takes 5 fire damage whenever it enters a square during its turn (save ends).

Triggered Actions

Combat Awareness ✦ At-Will
Trigger: An enemy marked by the steel warrior shifts or makes an attack that does not include the steel warrior as a target.
Effect (Opportunity Action): The steel warrior can use *broadsword* against the triggering enemy.

Indomitable Fury
Trigger: The steel warrior drops to 0 hit points for the first time.
Effect (No Action): The steel warrior instead has 1 hit point, and it gains a +2 bonus to attack rolls and a +4 bonus to damage rolls until the end of the encounter.

Skills Athletics +20
Str 22 (+15) **Dex** 15 (+11) **Wis** 17 (+12)
Con 25 (+16) **Int** 8 (+8) **Cha** 10 (+9)
Alignment chaotic evil **Languages** Abyssal, Common
Equipment plate armor, heavy shield, broadsword, crossbow, 10 bolts

ulitharid's extreme familiarity, it uses the control panel to perform the preceding functions as minor actions instead of standard actions. Ythrilnaw still needs to use a standard action to operate any mechanical arm in the citadel.

Mechanical Arm: A mechanical arm is mounted in the center of the ceiling. It functions like the ones in areas 9A and 9B.

Platform: The central platform is 10 feet higher than the outer walkway and 60 feet above the floor. A railing gives anyone forced to the edge a +5 bonus to the saving throw to avoid falling over.

Pods: The pods here function like those in areas 9A and 9B. The blue pods are duplication pods that sample a creature's flesh to create a clone. A creature within a pod takes 15 damage at the start of each of its turns. When the creature takes damage, the nearest empty clone pod starts to produce a clone in the image of the creature in the duplication pod.

Walkway: This walkway is 50 feet above the floor under the inner platform. A railing on the walkway gives anyone forced to the edge a +5 bonus to the saving throw to avoid falling over.

8 Undeveloped Clones	Level 18 Minion Brute
Medium natural humanoid	XP 500 each
HP 1; a missed attack never damages a minion. **Initiative** +12	
AC 30, **Fortitude** 30, **Reflex** 30, **Will** 29	**Perception** +9
Speed 6	
Standard Actions	
⊕ **Slam** ✦ **At-Will**	
Attack: Melee 1 (one creature); +23 vs. AC	
Hit: 16 damage, and the clone grabs the target (escape DC 23).	
Str 16 (+12) **Dex** 16 (+12) **Wis** 10 (+9)	
Con 12 (+10) **Int** 10 (+9) **Cha** 12 (+10)	
Alignment unaligned **Languages** understands Common	

Tactics: Ythrilnaw first opens all the pods in this room as a minor action, releasing the undeveloped clones within them. It relies on its minions and bodyguards to hold foes at bay while it uses the mechanical arm or *compulsion* to force victims into duplication pods. If pressed by foes, it attacks with *tentacles* and *mind blast*, saving *manipulate reality* in case it needs to flee.

The tanarukks block the staircases and use *burning cage* on any character who tries to move to the main platform. The clones flank with the tanarukks whenever possible.

If Ythrilnaw is forced to flee when confronted in area 10, it activates the clones in whichever part of area 9 the characters have yet to enter. The ulitharid then flees through that room, trusting the clones to hinder the party.

Ythrilnaw flees to area 8D, protecting the elder brain if it is still alive. Otherwise, it tries to evade the party in the Lunar Citadel, rallying any surviving thralls to mount a counterattack. If it has no allies to rally, Ythrilnaw attempts to recover the transit beacon and flee the citadel.

Conclusion

The characters can use the transit beacon as described in area 1 to return home. The adventure does not end there, though. The illithids might already have cloned and replaced many powerful individuals, and even with no more clones forthcoming, the mind flayers are free to activate their various sleepers and sow chaos in the world.

Any characters captured by the illithids are slated for cloning. They might escape the cells, but they must recover the transit beacon before they can return home. A darker plot might see the characters awakening in the world after capture, with no memory of what happened. Instead of searching for other agents, they must instead determine whether they are clones, and if they are somehow aiding the illithids' plans.

If Ythrilnaw is successful in its attempt to flee the citadel, the adventurers are stranded on the moon for three days while the ulitharid gathers Underdark allies, then returns to attack. While stranded, the characters can sustain themselves using the food dispensers in area 5D. If permanently stranded (perhaps because you decide to not have Ythrilnaw return, saving the ulitharid as a foe for a different day), another group with a transit beacon teleports to the citadel. What their motives might be is left to your discretion.

Doors in Space and Time

It is possible that the portals to the Lunar Citadel did more than transport the characters across a vast distance. The adventurers might also have traversed time or dimensions. A radical twist in the campaign could return the characters to a world that is different from the one they left. You might use this as an excuse to change the nature of your campaign in any way you see fit.

Lost Race Devices

When items of the lost race are first discovered, their function is unclear. Witnessing a device's operation can still leave its means of control uncertain. Characters have to experiment with such devices.

Experimentation

A character can spend a short rest experimenting with a device, making an Intelligence check (moderate DC of the item's level) to determine the result. A character can attempt to use an item without experimentation, but doing so imposes a –10 penalty to the Intelligence check. A character receives a +2 bonus to the check if he or she has seen the device previously used, or if he or she is capable of understanding the language of the lost race.

Success: The character understands how to use the device and can use it.

Failure: The character fails to comprehend how to use the device and cannot benefit from its properties or activate its powers. The character can try again, with a cumulative –4 penalty to the check.

Failure by 5 or More: The character suffers the result of the device's malfunction property without needing any other trigger, such as rolling a 1 or suffering a critical hit. This consumes the item if it is consumable.

Dimension Hoops	Level 17 Uncommon
Each of these thin metal rings is approximately one foot in diameter. An emerald crystal slides freely around each hoop.	
Wondrous Item	65,000 gp
Property	
✦ These matched hoops are linked. When an object (up to a maximum of 15 pounds) is placed in one hoop, roll a d20. On a result of 2–20, the object placed in the hoop disappears and reappears in the other hoop instantly, regardless of the distance between them, as long as both hoops are on the same plane.	
✦ *Malfunction:* On a result of 1 on the d20 roll, any creature adjacent to either hoop takes 10 force damage.	

Evasion Shard — Level 20 Uncommon

This amber crystal warms quickly before drifting slowly from your grip to float overhead.

Head Slot 125,000 gp

Utility Power (Teleportation) ✦ **Encounter** (Immediate Interrupt)

Trigger: An attack hits you.

Effect: Roll a d20. On a result of 6–19, you teleport up to 5 squares. On a result of 20, you teleport up to 5 squares, and this power is not expended.

Malfunction: If you roll a 1–5, you take 15 damage and fall prone.

Greater Sleep Grenade — Level 16 Rare

This device is the size of a large apple, with indentations suitable for grasping.

Consumable 1,800 gp

Attack Power (Charm) ✦ **Encounter** (Standard Action)

Attack: Area burst 2d3 – 1 within 10 (creatures in the burst); +19 vs. Will

Malfunction: If you roll a 1 on an attack roll with this grenade, you fall unconscious (save ends).

Hit: The target is slowed (save ends).

First Failed Saving Throw: The target is instead unconscious (save ends).

Nautiloid — Level 17 Uncommon

An opalescent nautilus shell houses a sluglike creature with fine tentacles. It radiates a sense of comfort.

Wondrous Item 65,000 gp

Property

Malfunction: If a critical hit is scored against you, the *nautiloid* emits a psychic scream. You and each creature within 10 squares of you take 10 psychic damage. If you take psychic damage from the critical hit, the *nautiloid* is also destroyed.

Utility Power ✦ At-Will (Standard Action)

Effect: Close burst 10 (each creature carrying a *nautiloid* in the burst); you discern the target's emotional state, gaining a +4 power bonus to Insight checks against the target until the end of the encounter.

Utility Power ✦ Daily (Immediate Reaction)

Trigger: You take psychic damage.

Effect: You gain resist 10 psychic until the end of the encounter.

Portal Gun — Level 20 Rare

This elongated device resembles an armless crossbow with two handles. Blue energy shimmers over its surface, which is set with multicolored studs that periodically rise and recede.

Wondrous Item 125,000 gp

Utility Power (Teleportation) ✦ **Encounter** (Standard Action)

Effect: Ranged 20 (2 unoccupied squares you can see); Roll a d20. On a result of 6–20, you create a portal in each target square. These portals persist until the end of the encounter or until you use a minor action to close them.

Any creature that steps into one portal teleports to an unoccupied square adjacent to the other portal. A portal cannot be used if no squares are unoccupied next to the other portal.

Malfunction: If you roll a 1–5, you and the creature nearest to you teleport, swapping places. You and the creature are then dazed (save ends).

Stimulant Injector — Level 17 Uncommon

A small grip is affixed to a narrow tube containing a bubbling blue liquid. A narrow hole at one end houses a small gleaming object.

Consumable 2,600 gp

Utility Power ✦ Consumable (Minor Action)

Effect: You use the injector and gain 15 temporary hit points. Until the end of the encounter, you gain a +2 power bonus to speed.

Malfunction: If a critical hit is scored against you while you are under this power's effect, you must take a standard action on each of your turns either to make a basic attack against a random creature or to charge it (save ends). If no creature is within range, you lose that action.

THINGAMAJIGS

For more technological devices you can add to the treasure in the Lunar Citadel, check out "Bazaar of the Bizarre: Thingamajigs of the Barrier Peaks" by Dave Chalker in *Dragon* 410. The items presented in this adventure work similarly to those thingamajigs, and the experimentation system in this adventure can be used with those items.

If you'd like to use the stability system from the article with the items in this adventure, here are the stability ratings.

Dimension hoops	+1
Evasion shard	+2
Greater sleep grenade	-4
Nautiloid	+4
Portal gun	-3
Stimulant injector	+3

About the Author

John "Ross" Rossomangno is a freelance writer whose debut adventure, "The Devil's Due," appeared in *Dungeon* 188. He also created "Going Ape!" in *Dungeon* 192 and "Reflections of Ruin" in *Dungeon* 196. His days are spent at the keyboard in an ongoing effort to expand his writing credits.

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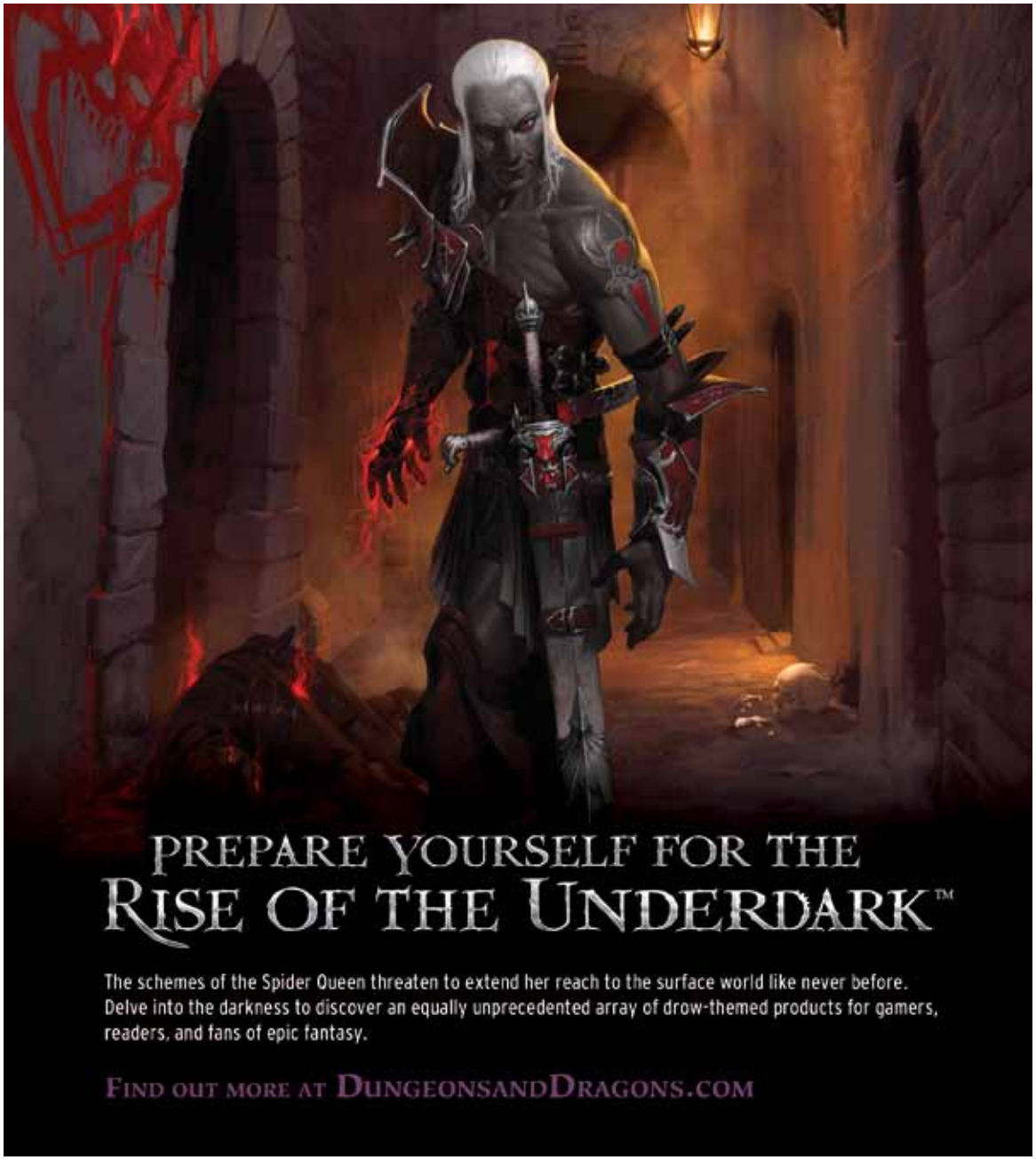
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Unearthed Arcana: The Truth Is Out There

By Randall Walker

Illustrated by Eric Belisle, Daniel Falconer

Whispered voices describe a place known as the Far Realm—a place sought by strange cults, inhabited by nightmarish creatures, and swarming with extradimensional madness. What if, in your campaign, these whispers are false? Instead, the truth could be as close as the night's sky.

Whenever the characters in your group look up at the skies and see those twinkling lights or guide themselves by the stars, they might be looking at something more important than they realize. Around those points of light are other worlds—strange planets that have even stranger creatures inhabiting them. If they fly high enough and far enough, they might come face to face with the truth of the Far Realm.

Dungeon Masters, this Unearthed Arcana article provides you with an alternative option for using the Far Realm in your Dungeons & Dragons® campaign. By incorporating what you find here within your game, you can build stories infused with the suspense of television programs such as *The X-Files* and *Fringe*. Come explore the dangerous night sky with your players and keep them looking up.

The Stars: An Overview

In an alternative cosmology, the mists of time have veiled knowledge of the Far Realm. An array of legendary tales and strange prophecies further obfuscate what people know about the Far Realm, though the occasional lucky observation can shed some light on this topic of ongoing scholarly disagreement. Adventurers who seek to penetrate this veil must be every bit as careful as those who slip through the dangers of the Shadowfell or walk the forested paths of the Feywild, but with one important difference. The gods separated the world from the Shadowfell and the Feywild. Crossing over to either realm requires powerful magic or the will of dangerous beings. The Far Realm, however, has no such barriers. Instead, in this alternative version, the only barrier between the world and the Far Realm is distance. The adventurer need only look into the sky overhead to peer straight into the Far Realm.

Many adventurers and sages find the assertion that the Far Realm lies within the very sky preposterous. If the following concepts proposed by scholars and other loreseekers are taken into consideration,

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however, the veil of misinformation might fade for the adventurers:

- Creatures from the Far Realm are called aberrants, a term that means unnatural. Such creatures are alien to the world, yet they claim no other plane of existence. Where else might they originate if not the sky? Additionally, bizarre aberrants such as fell taints have spawned in regions thought to have been created by an object that fell from the sky.
- Warlocks who forge star pacts claim their powers are derived from the stars themselves. Many warlocks further assert that powerful beings inhabit these stars and grant them their powers.
- Cults that worship strange aberrant creatures abound. Many of their rituals rely on knowing the movement of the planets and stars in the night sky.

In this variant setting option, the inevitable conclusion you should allow your players to draw is that the Far Realm is the collection of worlds that exist far away in the night sky, and aberrants originate from these distant worlds. Not content with their home worlds, these creatures now seek to subjugate that of the adventurers. To gain some ideas of how to build this concept in your campaign, read on!

Getting Started

Although alien adventures might seem better suited as the subject of a futuristic or d20 Modern® game, aliens can play a key role in the mythology of many ancient cultures—including that of your fantasy campaign setting's cultures. Our popular culture links the Egyptian pyramids, the Stonehenge monument, and Mayan temple carvings to aliens. Using these as examples of how to go about adding aliens into your own adventures shouldn't be too difficult. The trick is figuring out how modern alien mythology can translate into medieval fantasy.

When you start a campaign that begins with the supposition that *aberrant* equals *alien*, several elements can figure prominently in your adventures.

Aliens are among us. Aliens have found their way to the world. Commonly called aberrants, these aliens don't belong in the world, and they will do anything to survive.

Creatures of all types are occasionally abducted for bizarre purposes. People go missing all the time, and they could be held captive by aberrant creatures. Although few can divine the motives for these abductions, sometimes these abductees come back with strange tales of missing time and reports of weird dreams. Such events might have lasting effects on the abductee, rendering him or her sensitive to aberrant creatures.

Some of the aliens want to work with us. No rule states that aberrant creatures are always evil. Some alien groups might want to work with native intelligent creatures to thwart the efforts of truly terrible aberrant entities. Because of their otherworldly nature, these benevolent alien creatures could remain hidden and mysterious for their own safety in your game.

Organizations cover up the existence of aliens. When thinking about UFO stories, organizations such as the Men in Black might come to mind. In these stories, Men in Black seek to hide the activities of alien creatures to avoid panicking the general population. Although a globally secret agency in a medieval fantasy might be a stretch for you, consider the possibility that an empire or kingdom might have a secret group that serves the same purpose. Such a group could be devoted to keeping the population from acting out in sheer panic if they find out that powerful aberrant creatures exist and are among them. Members of the group might be armed with aberrant magic that allows them to "clean up" an event involving an aberrant creature. After all, the mayor of the local village would much rather worry about a rampaging owlbear than a tentacled nightmare living in the basement of the local tavern.

Certain individuals might be singled out to become agents of the aliens and wield their power. Although no clear examples exist in modern alien mythology, consider how well the star pact warlock can work in a campaign featuring this alternative view of the Far Realm. Maybe such warlocks have been abductees for years and have been trained by their aberrant abductors to learn the ways of the stars. Perhaps the warlock's strange rods and other implements are gifts from their aberrant benefactors: a token of the warlock's reluctant but loyal service. Such characters might act as powerful emissaries between the natural world and the strange creatures of the Far Realm.

Changing Your World

Although the current lore regarding aberrant creatures is more consistent with a Lovecraftian view of the Far Realm, it is not too difficult to change that lore to better suit a campaign featuring aliens. When unearthing such arcana, your characters might find out the following information.

- Aboleths are an ancient race that originated on a watery planet in the Ulban system, and their ship crashed into one of the world's seas. As ever, aboleths remain inscrutable beings with thought processes that are beyond the ability of other creatures to fathom, so consider using them to add an element of baffling uncertainty or the utterly unexpected to your game.
- Eye tyrants, or beholders, are a militant race from a planet in the Nihal system known as Orbinis. Mutated into several different forms on their home world, beholders sought work among the stars as mercenaries, and these creatures provide

immense magical firepower to any army that could pay their price. Unfortunately, the price for their services was often that world's subjugation. Ousted beholders float silently between the stars, awaiting an opportunity to put their despotic plans into motion.

- Illithids might be as ancient as the universe. Originally from a planet around the now-dead sun that warlocks and scholars call Hadar, the illithids warred with the gith. The resulting battles extinguished that star and destroyed their home planet and society. As the races of gith fled to other planes of existence, the illithids took to the stars, searching eagerly for other planets with suitable humanoids on which to feast. Greatly reduced in number since the collapse of their society, illithids (or mind flayers, as they are known on this world) represent a serious threat to intelligent creatures. An illithid's goal is simple: enslave the entire population as cattle upon which to feed.

Pulling It All Together

Although a traditional band of adventurers is more than capable of handling the alien horrors from an alternative Far Realm, consider some informal methods that might better incorporate your heroes into an alternative Far Realm adventure.

One of the easiest ways to draw your heroes into an alternative Far Realm campaign is if one of the player characters is a star pact warlock. The connection is all in the name of the build. It's a warlock pact with the *stars*. Work closely with the player using this character, and encourage him or her to think about what the pact means. In an alternative Far Realm, the star pact can mean a pact with powerful aberrant creatures that come *from* the stars. With aberrant benefactors working behind the scenes, the star pact warlock can be abducted frequently, gaining levels and power with little knowledge of how it occurs. Maybe something unusual happens during the warlock's abduction, or perhaps the warlock wakes up in the middle of an alien examination.

Even if your group of adventurers doesn't include a star pact warlock character, you can incorporate other elements that introduce characters to dangerous aberrants and their agendas. Utilizing the *Men in Black* idea, a simple knock on the door late at night by king's warriors wearing black armor can start the heroes on the path to investigation and adventure, defeating aberrant interlopers while the king's warriors try to keep the adventurers' exploits secret.

Cults that figure prominently in more traditional Far Realm campaigns can play a part in an alternative Far Realm campaign as well. Imagine a local cult that worships an idol left behind by an aberrant visitor. Perhaps this idol contains dangerous powers. Or maybe an entire village has come under the influence of an illithid that is hungry for food and slaves. Heroes will want to investigate and eliminate these incursions.

Characters other than star pact warlocks can be abducted by aberrants, as well. Such hapless individuals might be oblivious to their abduction except for strange nightmares and periods of missing time. Maybe the abductee begins using bizarre and deadly powers as a result of the abductions. Investigating such a phenomenon might start the heroes on an

SPACE TRAVEL?

If all this talk of other planets, space travel, and aliens seems too far out for a fantasy game, consider the Spelljammer® campaign setting. The setting was released while the 2nd Edition of Advanced Dungeons & Dragons® was in full swing, and it introduced the concept of magical devices that allowed interstellar flight. *Manual of the Planes*™ for 4th Edition co-opted the *spelljammer* (page 159) as the ultimate vehicle for traveling among the planes. But what if the *spelljammer*, and vehicles like it, were also or instead designed for space travel?

Vehicles: Alongside the *spelljammer* are other vehicles designed to ply the Astral Sea, such as the *astral skiff* (*Manual of the Planes*, page 159) as well as the *astral clipper* and the *astral schooner* (both found in *The Plane Above: Secrets of the Astral Sea*™, page 20). If you assume these vehicles can enter interstellar space and can also provide artificial gravity, air, and rapid transit between distant points, you have created space travel in your game. You could tie the abilities of these vehicles into the Plane Shift ritual, as well.

Worlds: Differing worlds can be a lot like differing planes or astral dominions. Use the rules found in *Manual of the Planes*, *The Plane Above*, and *The Plane Below: Secrets of the Elemental Chaos*™ as guides for creating planets. Despite the primary thrust of this article, not all these worlds need to be home to aberrant creatures. The characters might find other planets like their own, complete with allies against the larger aberrant threat.

Adventures: Even if all the aliens of the stars are aberrant creatures (such as illithids), their slaves (such as derro), or their former slaves (such as githyanki and githzerai), you have as much leeway in adventure design as you might in a seafaring campaign where most other seafarers are hostile. Throw in a range of non-evil, potentially nonhostile creatures, as well as monsters that can travel space without the aid of vehicles, and space becomes a place not unlike the world's high seas. From trading to exploration to piracy, as well as the failure of ship systems, the adventure options are wide open.

adventure that leads them to a buried ship that once traveled the stars.

A more gradual way to incorporate an alternative Far Realm into your campaign, and one that might work for longer story arcs, utilizes ancient landmarks and similar physical features in your campaign world. Ruins, monuments, and artifacts all lend themselves to an "ancient alien" theme. A pyramid or Stonehenge-like monument could have been built by aberrant creatures centuries before the first civilizations developed. Such places might be portals or strange communication devices. Ancient sites could also hint that aberrants have been here for a long time. Where did they go? Do they still visit? Do they still represent a danger? All of these questions are mysteries you can seize upon to create a unique campaign full of intrigue and adventure.

As a final option, you could introduce a new type of aberrant creature into your campaign. A close read of the ideas presented above could indicate that some agency is responsible for both star pact warlocks and various abductees. One possible form that agency might take could be the "grays."

The Grays

Aptly named for their uniformly gray skin, grays are aberrant creatures with thin humanoid bodies and disproportionately large heads set with enormous pupil-less black eyes. Grays are hairless and have a thin slit for a mouth, and no identifiable nose. Although they can speak in a whispery voice, they rely instead on a form of telepathy. Originally from Caiphon, grays developed magic centuries ago, which allowed them to travel the stars. They set out to study other worlds and gather knowledge about the universe. Like many other aberrant creatures, grays came upon this world by accident, cataloging it as part of a larger survey of the area. Surprised at the rich variety of life, a large group stayed behind, establishing a hidden lair and beginning a careful program of observation and contact.

Gray Abductor **Level 17 Lurker**
Small aberrant humanoid XP 1,600

HP 125; **Bloodied** 62 **Initiative** +17
AC 31, **Fortitude** 28, **Reflex** 29, **Will** 30 **Perception** +14
Speed 6 Darkvision

Standard Actions

⨁ **Alien Probe** (lightning, weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +20 vs. Fortitude
Hit: 2d6 + 13 lightning damage, and the target is slowed (save ends). If the target is dazed, it is stunned instead of slowed (save ends).

Ego Suppression (psychic) ✦ **Recharge** ⚄ ⁞⁞
Attack: Ranged 5 (one creature); +20 vs. Will
Hit: 3d6 + 14 psychic damage, and the target is dazed (save ends).
Second Failed Saving Throw: The target instead falls unconscious (save ends).

Forceful Mind Scan (psychic) ✦ **At-Will**
Attack: Melee 1 (one stunned or unconscious creature); +20 vs. Will
Hit: 3d6 + 14 psychic damage. The gray becomes invisible, insubstantial, and immune to damage from close and area attacks. While in this state, the gray can take only move actions and must end those actions as close to the target as possible.
On each of the gray's turns, it deals 3d6 + 14 psychic damage to the target (no attack roll required), but only if the gray is adjacent to the target. When the target is no longer stunned, unconscious, or alive, the gray returns to its normal state at the start of its next turn.

Move Actions

Remove Subject (teleportation) ✦ **Encounter**
Effect: The gray teleports up to 5 squares. One stunned or unconscious creature adjacent to the gray before it teleports can be teleported to an unoccupied square adjacent to the gray after it teleports.

Str 8 (+7) **Dex** 21 (+13) **Wis** 12 (+9)
Con 17 (+11) **Int** 17 (+10) **Cha** 23 (+14)
Alignment unaligned **Languages** telepathy 20
Equipment mace

Gray Trooper **Level 17 Soldier**
Small aberrant humanoid XP 1,600

HP 168; **Bloodied** 84 **Initiative** +14
AC 33, **Fortitude** 28, **Reflex** 29, **Will** 30 **Perception** +15
Speed 7 Darkvision

Traits

Stunning Field ✦ **Aura** 1
A slowed enemy that willingly tries to leave the aura is stunned until the start of its next turn. If the gray is dazed or stunned, this aura deactivates.

Standard Actions

⨁ **Alien Probe** (lightning, weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +20 vs. Fortitude
Hit: 3d6 + 14 lightning damage, and the target is slowed (save ends).

Mind Snare (charm, psychic) ✦ **Recharge** ⚄ ⁞⁞
Attack: Close burst 3 (enemies in the burst); +20 vs. Will
Hit: 2d4 + 13 psychic damage. The gray pulls the target up to 2 squares, and the target is slowed (save ends).
First Failed Saving Throw: The target is instead immobilized (save ends).

Move Actions

Remove Threat (teleportation) ✦ **Encounter**
Effect: The gray teleports up to 5 squares. One slowed creature adjacent to the gray before it teleports can be teleported to an unoccupied square adjacent to the gray after it teleports.

Str 10 (+8) **Dex** 18 (+12) **Wis** 12 (+19)
Con 24 (+14) **Int** 12 (+19) **Cha** 21 (+13)
Alignment unaligned **Languages** telepathy 20
Equipment mace

Gray Researcher	**Level 18 Controller (Leader)**
Small aberrant humanoid	XP 2,000
HP 172; **Bloodied** 86	**Initiative** +12
AC 32, **Fortitude** 29, **Reflex** 30, **Will** 31	**Perception** +15
Speed 6	Darkvision

Standard Actions

⊕ **Alien Probe** (lightning, weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +21 vs. Fortitude
Hit: 4d6 + 12 lightning damage, and the target is slowed (save ends).
Effect: The gray slides the target up to 2 squares.

↛ **Hypnotic Harmonics** (psychic, thunder) ✦ **At-Will**
Attack: Ranged 5 (one slowed creature); +21 vs. Will. This attack does not provoke opportunity attacks.
Hit: 2d8 + 16 psychic and thunder damage, and the target is dazed (save ends).
First Failed Saving Throw: The target instead falls unconscious (save ends).

↛ **Quantum Dissection** (force) ✦ **At-Will**
Attack: Ranged 10 (one stunned or unconscious creature); +21 vs. Fortitude
Hit: 3d10 + 16 force damage, and the gray and allies within 20 squares of it gain a +4 power bonus to damage rolls against the target until the end of the encounter.

Move Actions

Remove Self (teleportation) ✦ **Encounter**
Effect: The gray teleports up to 5 squares.

Triggered Actions

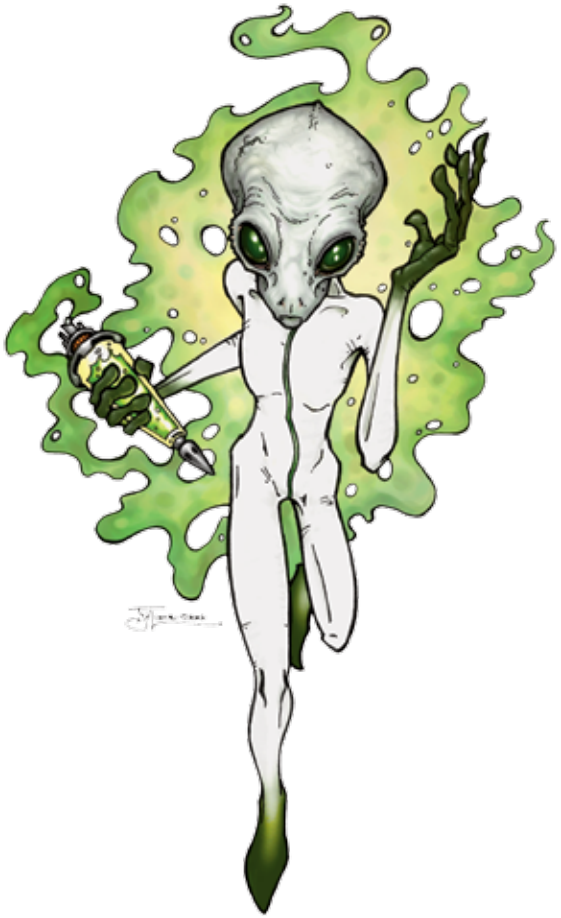
↯ **Sudden Spatial Separation** (teleportation) ✦ **Encounter**
Trigger: The gray is bloodied by an attack or hit by an attack while bloodied.
Attack (Immediate Reaction): Close burst 1 (enemies in the burst); +21 vs. Will
Hit: The gray teleports the target up to 5 squares, and the target falls prone.
Effect: The gray teleports up to 5 squares.

Str 8 (+8)	**Dex** 17 (+12)	**Wis** 12 (+10)
Con 20 (+14)	**Int** 22 (+15)	**Cha** 25 (+16)

Alignment unaligned **Languages** telepathy 20
Equipment mace

Adventure Hooks

Are you ready to embark on a new kind of adventure—one set in an alternative Far Realm? To get you started, here are a few sample adventure hooks you can utilize.



Heroic Tier

Missing Time: One or more of the adventurers is beginning to experience some "missing time." The character cannot account for what happens during this time period, but wakes up with dreams of strange lights and weird talking animals.

Crystalline Mystery: Strange crystals are found scattered all over a field after witnesses describe a bright light hovering over the area the night before. When a crystal is held to the ear, it emits a low-pitched hum. When different crystals are brought next to each other, they adhere together, and the humming becomes louder. The villagers in the area want to sell the crystals, but strangers are making inquiries about the crystals and demand them.

Swamp Gas: The adventurers crest a ridge just in time to see a silent black airship hovering over a town in the valley below. As they watch, the strange black airship moves off at improbable speed. When questioned, the townsfolk scoff at the adventurers, and a local wise man characterizes the sighting as "swamp gas."

Paragon Tier

Flayed Minds: A dungeon complex deep within the Underdark leads the characters to a large circular room that is isolated from the rest of the complex by a long straight length of corridor. Humanoid-shaped alcoves line the walls of the circular room, and a large ring-shaped stone stands vertically in the center of the room. Near the ring, a dead mind flayer lies, its tentacles still wrapped around a dying dwarf's head. The dwarf starts suddenly, saying, "More will come." He then dies.

MISSING TIME

One of the common elements in UFO abduction stories is the idea that the person has time for which he or she cannot account. If you want to add the concept of missing time into your campaign, especially with regards to grays, consider doing so through nonplayer characters first. Missing time is a great way to obfuscate clues, but if the heroes make an effort to investigate what happened in that missing time, be sure to reward them with at least tidbits of what happened. Spend some time before the session planning how these clues might come to light. Most of all, though, make sure that any obfuscated clues aren't absolutely required to move the plot ahead. Having your game come to a standstill because nobody could figure out one vital piece of information is not fun for anyone.

You might also consider having the grays affect the adventurers, too, but if you do so, be sure to work with the players on this. It can be fun to incorporate this concept into a character's story, but not to the point where the player feels constrained in how he or she plays the character. Many players wouldn't, for example, have much fun if most of his or her backstory can't be revealed for several sessions because of lost time. You also don't want to play the character for the player, so, in general, be sure to involve the player if any element of choice is in a scene. Some options to consider:

- Have only one character lose time. When this happens, you could work with the player to roleplay the encounter, then both agree how to reveal that the character has missing time. Or, if the missing time was more sensory and had no decision points in it, you could slowly reveal these scenes to the player privately and allow him or her to roleplay remembering them.
- If you have the group lose time, and if there are situations that need their input on how the characters would react, then by all means, involve the group. Have a good idea ahead of time of how you want those interactions to come back into the characters' memories, though. As with anything, planning ahead for how to incorporate the elements of this missing time will make a huge difference in creating enjoyable stories and worldbuilding elements for your campaign.

Epic Tier

Definitely Not a Milk Run: A group of the king's warriors, dressed in black uniforms, approaches the adventurers with a mission. In the skies above, a large moon-sized vessel is preparing to unleash a barrage of beholder magic upon the entire world. The characters are asked to volunteer to take on a suicide mission: Get to the vessel, find a weak spot, and concentrate their deadliest magic upon it.

Redefining the Far Realm isn't for every group, but for those willing to take the chance, the night sky holds limitless possibilities—and limitless danger as well.

About the Author

Randall Walker has been playing Dungeons & Dragons for over three decades, foiling the machinations of archliches, demon queens, and mad mages alike. Active in the RPG community, Randall is the co-manager of This Is My Game blog and a co-host of the Dungeon Master's Round Table and Behind the DM Screen podcasts. You can often find Randall on Twitter, where he occasionally channels RAMDU, an ancient Babylonian alien.

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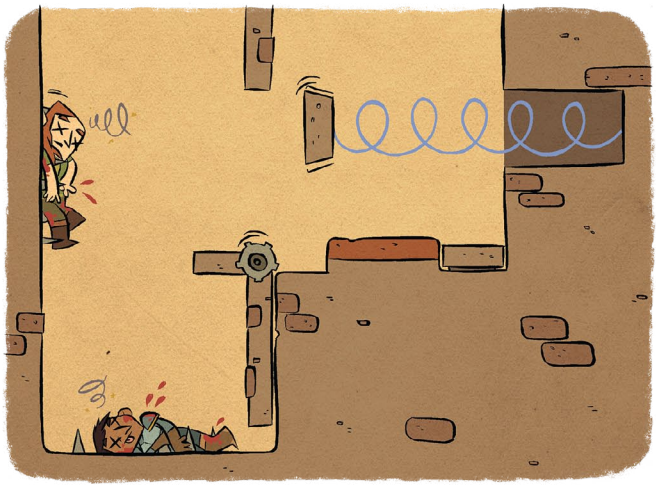

Traps of Undermountain

By Matt Sernett

Illustrations by Victoria Maderna

The *Halls of Undermountain*™ supplement presents adventures set in the first level of the infamous dungeon and offers resources to inspire your creations when filling in the blank areas of the sprawling complex. This article presents ideas for how you might use traps to create or add challenges to encounters in Undermountain.

As the largest and most devious dungeon in Faerûn, Undermountain has always been littered with traps of all kinds. The mad wizard Halaster placed and reset many of them for centuries, and they still exist. His apprentices, as well as successive generations of dungeon dwellers, set countless others. Traps in Undermountain take all forms, magical and nonmagical, simple and elaborate. They exist not only to guard places but also to test dungeon delvers or simply to amuse their creators with the manner by which they kill or injure.

You should generally be careful not to use traps without good reason—you risk annoying players and forcing them to second-guess each step their characters take—but Undermountain is an exception. The players and their characters should know what they are facing when they enter, and they should expect the worst.

IT'S IN THE CARDS

The original *The Ruins of Undermountain* boxed set included eight cards, each roughly the size of half a sheet of paper. Every card was crammed full of text describing elements of Undermountain that weren't in the set's books: treasure tables, "dungeon dressing" tables, and traps galore. Indeed, traps and various lures occupy both sides of six of the cards. This article attempts to capture the essence of those traps and translate them into the current rules.

Making Traps Work for You

You can deal with traps in your game in two ways: d20 rolls or investigation. If you and your players have a great time rolling skill checks and breezing through a trap scenario, all you likely need are the check DCs and what happens if the characters fail the checks. But if a player starts asking questions about how the trap works, or a character pulls out a bag of flour and starts blowing it around to look for cracks, you're in an investigation scenario. The investigation might also involve skill checks, but you might not need to roll any dice to resolve how events turn out.

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Before you start playing through the investigation of a trap, you need to give some thought to how the trap works. You can find great advice for how to design and use traps in *Dungeon Master's Guide 2* and in the "Trapped!" article in Dungeon 366.

When the characters investigate an area or an object they suspect is trapped, you should have an idea of the trap's mechanism and appearance, even if the dice determine that the party avoids the danger. If you know the oblong flagstone is springy underfoot or that the handle of the door pulls away when tugged, and why, then you can describe that detail to the players and make the trap seem more real.

Here's an example: A pressure plate under a flagstone in the floor might have a hook under it that holds a weighted chain in place. When the flagstone is depressed, the hook comes free of the chain, the weight falls, and the other end of the chain pulls on a lever, which might squeeze a bladder of poison gas or release a blade to swing out of the wall. Avoiding the pressure plate or wedging something under it and through the chain might circumvent such a trap.

Even when designing magic traps instead of mechanical ones, you should know what causes them to work. How does the lightning-throwing statue "know" not to attack the normal denizens of the dungeon, or a passing rat? If it can't tell the difference between creatures that come near it, then clues should reveal the trap's presence—scorch marks, fried carcasses, and perhaps the small of ozone.

Repeat Performances

Once you know how a trap works, you should consider how it resets itself or becomes reset. In Undermountain, a trap might magically animate and reset itself, but otherwise something or someone has to come along and do the work. In the example of the pressure plate and chain from above, perhaps a skeleton hides behind a secret panel in a nearby wall. When the trap is triggered, the chain's movement tips over a bucket of sand that slowly empties into a lower bucket attached to a lever, pushing the lever down. When the lever is fully depressed, the door to the niche opens and signals the skeleton to go out into the hall, lift the pressure plate, pull and reattach the chain, and replace the locking plate. It then returns to the niche and pours the sand out of the lower bucket into the bucket above, thus closing the door behind it.

Knowing this kind of detail lets you offer the characters multiple ways to interact with the trap. Maybe they discover the niche and the skeleton but not the pressure plate, leaving them to wonder about the buckets. Perhaps they fall victim to the trap, and when they return soon afterward, they catch the skeleton in the act of resetting it.

Another possibility is one creature that is responsible for resetting traps throughout an area. This situation lets you add a colorful character to your dungeon, such as a kobold trap master. The adventurers could capture and interrogate or befriend the unusually clever fellow so that they can bypass dangers. Perhaps an intelligent undead creature has been commanded to set and reset traps in a tomb: The crotchety engineer might not like the fact that he was killed and raised as a mummy, but he is magically compelled to perform his duties. In a wizard's tower, an aspiring apprentice, a simpering familiar, or a magically summoned and bound devil might have this responsibility.

Perilous Portals

Not every door in Undermountain presents a danger, but enough do that any door should warrant caution on the part of the adventurers. The ideas below are intended to inspire your trap design. For some special door traps unique to Undermountain, see "Nadrun's Doors" on the next page.

Trick Knob: Some doors have a knob that must be turned the right way or a certain number of times to avoid triggering a trap. Turning the knob incorrectly sets the trap mechanism in motion. For example, a bar might rise through the door to the ceiling where it presses the release for a panel above the doorstep to drop a stone block, a green slime, or some other unpleasant thing on the person attempting to open the door.

Contact Poison: Contact poison is common on doorknobs. Wearing gloves while opening a door provides safety, but an unwitting person might run into trouble later when removing the gloves, or if gloved hands touch bare flesh.

Trapped Lock: Poisoned needles and gas-filled bladders can ward a door's lock against picking. The danger issues from tiny holes around the lock or a camouflaged cover that slides aside. Using the right key avoids all danger, but the probing and fiddling necessary to pick a lock presses on its teeth, releasing an interior spring and setting off the trap. Even when detected, such a trap is difficult to avoid when picking the lock—set it off from a distance unless you can block the holes or the plate.

Break-Warded Door: The door has interior hollows that contain poison gas or a captured ooze. Attempting to smash open the door ruptures the cavity and unleashes its contents on the smasher.

Door-Close Trigger: The trap goes off when the door closes instead of when someone attempts to open it. In this case, some part of the frame around the door is a trigger, such as a metal contact or a hair-thin spring. When the door swings shut and hits the trigger, the trap activates. For example, the trigger trips a hidden wire that releases tension-held daggers or crossbow bolts from a wall facing the door. The trap can be avoided by pushing down a hidden button in the frame that keeps the trigger in place. Simply blocking the door open is often sufficient to circumvent the trap.

False Handle: The door's handle or knob is a trigger. It rests loosely in a socket and comes free when someone pulls on it, perhaps releasing a wire that

runs through the door frame to a latch that holds a trapdoor in place. The combination of the latch's release and its weight on the trapdoor causes the door to open, dumping the person into a pit. The wire can be seen only after the door is opened—which is too late. To open the door safely, a person must tug the handle down or up first so that it catches in a recess below or above the socket.

Trapped Sill: The doorsill, or a pressure plate beyond it, rests on upright notched bars that flex outward under the floor. When something heavy enough steps on the trigger, it ratchets downward and settles on the next notch until a new weight is added. In this way, the pressure plate "counts" the number of times something steps on it, finally setting off the trap when the mechanism slips off the last notch. This type of construction requires a slab of stone or metal for the pressure plate that's thick enough so it's difficult for someone to hear it ratcheting down.

Such a trap is insidious since it doesn't necessarily attack the person opening the door, but someone else following him or her through the passageway. The main means of discovery is the barely perceptible dip as one steps on the plate. Even so, you can't tell how many more notches there are, or what the trap does when the pressure plate hits the last notch.

Falling Door: This kind of door is hinged and weighted so that it will topple onto anyone who tries to pull it open. It has false hinges on the outside in the normal position and a hidden pivot bar running through the bottom of the door. Detecting the false hinges is usually more difficult than spotting the bar through the gaps between the door and the frame, but few people look so carefully.

Nadrun's Doors

Doors in Undermountain frequently bear magical traps, and twelve standard traps occur again and again. Nadrun the Artificer devised these doors over two thousand years ago. All such doors bear the aura of magic, not just from their traps' mechanisms but also from the enchantments used to preserve them and to protect them from damage.

In most cases, the doorway is the trap, not the door within it, and it displays magical writing and runic tracery, which those approaching it might notice. This inscription imparts its effect on the door or creates the effect in the entranceway. Thus, a character might be able to open, force, or break down the door, without harming the trap in the doorway.

Slumbering Portal	**Level 1 Trap**
Object	XP 100
Detect Perception or Arcana DC 19	**Initiative** –
Immune attacks	
Triggered Actions	
✧ **Attack** (charm) ✦ **At-Will**	
Trigger: A creature touches the door or passes through the doorway without saying the password during the previous 2 rounds.	
Attack (Immediate Reaction): Close blast 3 (creatures in the blast); +4 vs. Will	
Hit: The target is slowed (save ends).	
First Failed Saving Throw: The target instead falls unconscious (save ends).	
Countermeasures	
✦ **Clue:** Perception DC 19. *Success:* The character discovers hidden tracery on the doorway that reveals the password, although not what the word is for.	
✦ **Control:** Arcana (trained only) DC 19. *Success:* The character can change the password. *Failure:* The character triggers the trap.	
✦ **Disarm:** Arcana (trained only) or Thievery DC 19. *Success:* The character defaces the right runes to disarm the trap. *Failure (14 or lower):* The character triggers the trap.	

Nadrun the Artificer

"Magical doors," Elminster began, "are of course common in folktales and adventurers' tavern-tellings; they are all too common in tombs, old castles, ruins, and dungeons in the Realms, and so are oft encountered. There are too many different types of these—every amateur magician and artificer has a go at doors, it seems—to tell you all of them even if you had enough of this marvelous drink to keep me sitting here a week. But there is one famous craftsman of old, Nadrun the Artificer of Waterdeep, who made thousands of doors. He made them to order, but had twelve, ah, standard models, of which examples of all still exist in the Realms, even after more than two thousand winters."

"What happened to Nadrun?" I asked.

Elminster grinned. "He grew very rich by, and very skilled in the making of, his magical doors. And one day the Artel—a tyrant who then ruled northern Amn—came to buy a door specially made to order, and apparently decided to try to preserve its secrets and save money by slaying Nadrun. The Artificer, it is said, foiled his plans when he stepped through an invisible door and vanished."

"Vanished?" I asked on cue, refilling his glass.

"Vanished—probably to another plane or a remote corner of the Realms, for Nadrun was never seen again. And the Artel, I fear, found that the way he had come in was blocked by bars and stone walls, and had to try some of the other doors. He ran out of servants and bodyguards in the trying, although they found a passage that seemed to lead in the right direction, until only the Artel was left. The last door killed him, for it was a Dread Portal."

"Those words again," I prompted. "What is a Dread Portal?"

Elminster grinned and held out his glass, empty again.

—From "Open Them, If You Dare" by Ed Greenwood, *Dragon* 106

Magic Gate **Level 8 Trap**
Object XP 350

Detect Perception or Arcana DC 24 **Initiative** –
Immune attacks

Triggered Actions

Attack (teleportation) ✦ **Encounter**

Trigger: A creature passes through the doorway without saying the password or carrying the appropriate symbol.
Attack (Immediate Reaction): Ranged 1 (the triggering creature); +11 vs. Will
Hit: The target is teleported to a location determined when the door was placed.

Countermeasures

✦ **Avoid:** Arcana (trained only) DC 24. *Success:* The character understands the password or the symbol needed to bypass the trap.
✦ **Disarm:** Arcana (trained only) or Thievery DC 24. *Success:* The character defaces the right runes to disarm the trap. *Failure (19 or lower):* The character triggers the trap.
✦ **Discover:** Arcana (trained only) DC 24. *Success:* From magic symbols on the doorway, the character learns the direction and distance to the location where the gate sends a creature.

Fearsome Portal **Level 4 Trap**
Object XP 175

Detect Perception or Arcana DC 21 **Initiative** –
Immune attacks

Triggered Actions

Attack (fear) ✦ **Encounter**

Trigger: A living creature enters a square within 2 squares of the trapped side of the doorway.
Attack (Immediate Reaction): Close blast 3 (creatures in the blast); +7 vs. Will
Hit: The target can take only move actions and standard actions, and it must use these actions to move away from the doorway (save ends).
Miss: The target cannot move toward the doorway (save ends).

Countermeasures

✦ **Disarm:** Thievery DC 14. *Success:* The character wedges closed the sliding panel that reveals the doorway's hidden magical symbol of fear, disarming the trap.

Portal of Powerlessness **Level 11 Trap**
Object XP 600

Detect Perception or Arcana DC 27 **Initiative** –
Immune attacks

Triggered Actions

Attack ✦ **At-Will**

Trigger: A creature passes through the doorway.
Attack (Opportunity Action): Ranged 1 (the triggering creature); +14 vs. Will
Hit: The target is weakened (save ends). While it is weakened, if the target uses a daily attack power or encounter attack power, it is stunned until the end of its next turn.
Miss: The target is weakened (save ends).

Countermeasures

✦ **Disarm:** Arcana (trained only) or Thievery DC 27. *Success:* The character defaces the right runes to disarm the trap. *Failure (22 or lower):* The character triggers the trap.

Negation Portal **Level 8 Trap**
Object XP 350

Detect Perception or Arcana DC 24 **Initiative** –
Immune attacks

Triggered Actions

Attack ✦ **At-Will**

Trigger: A creature passes through the doorway without saying the password or carrying the appropriate symbol.
Attack (Opportunity Action): Ranged 1 (the triggering creature); +11 vs. Will. This attack is not apparent to the target.
Hit: The powers of any magic items the target carries cannot be activated for 1 hour. The effect becomes apparent only when a creature attempts to activate a magic item power of an affected item.

Countermeasures

✦ **Avoid:** Arcana (trained only) DC 24. *Success:* The character understands the password or the symbol needed to bypass the trap.
✦ **Disarm:** Arcana (trained only) or Thievery DC 24. *Success:* The character defaces the right runes to disarm the trap. *Failure (19 or lower):* The character triggers the trap.

Reanimation Doorway **Level Varies Trap**
Object XP Varies

Detect Perception or Arcana DC (hard) **Initiative** –
Immune attacks

Triggered Actions

Effect ✦ **Daily**

Trigger: The corpse of a creature of a level up to the trap's level + 3 passes through the doorway.
Effect (Immediate Reaction): Ranged 1 (the triggering corpse); the target animates as an undead creature hostile to all other creatures. This creature has half the original creature's full normal hit points, is immune to necrotic damage and poison damage, and gains the undead keyword. It has all the other statistics of the original creature and can make basic attacks, but the only powers it can use are the original creature's at-will attack powers. The target remains animated for 1d6 + 4 rounds or until it drops to 0 hit points.

Countermeasures

✦ **Disarm:** Arcana (trained only) or Thievery, both DC (hard). *Success:* The character defaces the right runes to disarm the trap. *Failure (by 5 or more):* The character takes 8 + the trap's level necrotic damage.

Blinding Portal **Level 5 Trap**
Object XP 200

Detect Perception or Arcana DC 22 **Initiative** –
Immune attacks

Triggered Actions

Attack ✦ **At-Will**

Trigger: A creature passes through the doorway without saying the password or carrying the appropriate symbol.
Attack (Opportunity Action): Ranged 1 (the triggering creature); +8 vs. Will
Hit: The target is blinded (save ends).
First Failed Saving Throw: The target is also dazed (save ends both).

Countermeasures

✦ **Avoid:** Arcana (trained only) DC 22. *Success:* The character understands the password or the symbol needed to bypass the trap.
✦ **Disarm:** Arcana (trained only) or Thievery DC 22. *Success:* The character defaces the right runes to disarm the trap. *Failure (17 or lower):* The character triggers the trap.

Dreaming Door — **Level 1 Trap**
Object — XP 100

Detect Perception or Arcana DC 19 — **Initiative** –
Immune attacks

Triggered Actions

Attack (charm) ✦ **At-Will**
Trigger: A creature passes through the doorway.
Attack (Opportunity Action): Ranged 1 (the triggering creature); +4 vs. Will
Hit: The target is dazed (save ends). While dazed, the target receives a vision chosen by the doorway's creator. (Halaster favors images of treasure, laughing liches, or beautiful, kiss-blowing females of his acquaintance.)

Countermeasures

✦ **Disarm:** Arcana (trained only) or Thievery DC 19. *Success:* The character defaces the right runes to disarm the trap. *Failure (14 or lower):* The character triggers the trap.

Mirroring Portal — **Level 11 Trap**
Object — XP 600

Detect Perception or Arcana DC 27 — **Initiative** –
Immune attacks

Triggered Actions

Effect (illusion, lightning) ✦ **Encounter**
Trigger: A creature passes through the doorway without saying the password or carrying the appropriate symbol.
Effect: One minute after the triggering creature passes through the doorway, 1d4 illusory duplicates of the creature emerge from the doorway and unerringly follow the creature. Each duplicate has the same defenses and speed as the triggering creature, and one-quarter of its hit points. The duplicates move toward the triggering creature and can enter its space. If a duplicate enters the triggering creature's space, the duplicate vanishes and the triggering creature takes 2d6 lightning damage and is dazed until the end of its next turn.

Countermeasures

✦ **Avoid:** Arcana (trained only) DC 27. *Success:* The character understands the password or the symbol needed to bypass the trap.
✦ **Disarm:** Arcana (trained only) or Thievery DC 27. *Success:* The character defaces the right runes to disarm the trap. *Failure (22 or lower):* The character triggers the trap.

Forced Lightning Door — **Level 7 Trap**
Object — XP 300

Detect Perception or Arcana DC 23 — **Initiative** –
Immune attacks

Triggered Actions

Attack (lightning) ✦ **Encounter**
Trigger: The door is opened without the proper key or password.
Attack (Immediate Reaction): Close burst 2 (creatures in the burst); +10 vs. Reflex
Hit: 3d6 + 4 lightning damage, and the target is dazed (save ends).
Miss: Half damage.

Countermeasures

✦ **Disarm:** Arcana (trained only) or Thievery DC 23. *Success:* The character defaces the right runes to disarm the trap. *Failure (18 or lower):* The trap attacks.

Summoning Portal — **Level Varies Trap**
Object — XP Varies

Special: The trap is of a level equal to the level of the monster it summons.
Detect Perception or Arcana DC (hard) — **Initiative** –
Immune attacks

Triggered Actions

Effect ✦ **Encounter**
Trigger: The door's beast-head knocker is used to knock on the door.
Effect: At the start of the second round after someone triggers the trap, it summons a standard monster of its level. The monster appears in the doorway and is hostile to all other creatures. If the door is closed, it flies back open as if the summoned monster had opened the door. The monster remains for 5 rounds, and then it vanishes.

Countermeasures

✦ **Disarm:** Thievery DC (hard). *Two Successes:* The character removes the knocker without sounding it. *Failure (by 5 or more):* The character triggers the trap.

Dread Portal — **Level 13 Trap**
Object — XP 800

Detect Perception or Arcana DC 29 — **Initiative** –
Immune attacks

Triggered Actions

Attack (necrotic) ✦ **At-Will**
Trigger: A creature touches the door or the doorway with anything other than the proper key.
Attack (Immediate Reaction): Melee 1 (the triggering creature); +16 vs. Fortitude
Hit: Ongoing 15 necrotic damage, and the target is weakened (save ends both).
Miss: Ongoing 10 necrotic damage (save ends).

Effect
Trigger: The door in the doorway is broken or otherwise destroyed.
Effect (No Action): An oblivion wraith (*Open Grave*, page 193) appears and attacks whoever destroyed the door.

Countermeasures

✦ **Disarm:** Arcana (trained only) or Thievery DC 29. *Success:* The character defaces the right runes to disarm the trap. *Failure (24 or lower):* The character triggers the trap.

Building a Better Pit Trap

In Undermountain, pit traps are almost as common as trapped doors. A standard pit trap is nothing more than a hole in the ground, as described in this false-floor pit, reprinted from the *Dungeon Master's Book*, page 216.

False-Floor Pit	**Level 1 Trap**
Object	XP 100
Detect Perception DC 19	**Initiative** –
Immune attacks	
Triggered Actions	
Attack ✦ Encounter	
Trigger: A creature enters one of the trap's four squares.	
Attack (Immediate Reaction): Melee 1 (the triggering creature); +4 vs. Reflex	
Hit: The target falls 10 feet to the bottom of the pit, taking 1d10 damage and falling prone.	
Miss: The target returns to the last square it occupied and its movement ends immediately.	
Effect: The false floor opens and the pit is no longer hidden.	
Countermeasures	
✦ **Disable:** Thievery DC 19. *Success:* The false floor is jammed closed and the trap cannot attack.	

Not all pit traps are run-of-the-mill false-floor drops. You can add all manner of interesting variations on the basic pit trap, such as the following possibilities.

Tougher Escape: Getting out of a pit might not be too tough if it's fairly shallow or has rough walls, but you can challenge players by requiring an easy or moderate Athletics check to climb out. A hard check DC makes the trap much more dangerous and much more frustrating for the players. However, such a check might be called for if the pit itself is the encounter environment and escape should be difficult.

Chute: A pit trap might be a passage to another location. The chute might not be inherently dangerous; instead, the place it takes you is perilous. Stopping one's progress partway through the chute is possible but difficult—a hard Acrobatics or Athletics check should work. If the chute drops the creature into the new location, it should deal falling damage just like a normal pit trap.

A chute could have a secret door leading to a passage somewhere in its walls or at the bottom. If so, it might have a rope tied near its entrance or some other way to slow descent and stop at the door (lowering the Acrobatics or Athletics check DCs to stop one's progress). A character who doesn't know about the secret door might not understand the purpose of the stopping device.

Bladed Chute: A bladed chute carves up or kills victims before it dumps them somewhere else. This location could be a feeding chamber for roving monsters—the victims' screams are the dinner bell.

Use the damage guidelines for spikes above, but you might decide that on a critical hit, the creature sliding down the chute gets hung up on the blades. This event stops its progress down the chute but might deal ongoing damage until the creature frees itself (risking resuming its fall). Also, the check DCs to arrest progress might be easier if the creature allows the blades to snag it, automatically dealing their damage.

Closing Lid: If the lid of a pit trap swings tightly shut after a character falls into it, the trap becomes more difficult to deal with. The Athletics check to open the lid should be moderate or hard. By itself, a closing lid doesn't make a pit any more dangerous. If you pair the lid with an encounter outside or give the pit an inhabitant (see below), the delay in getting aid to the trapped character (or that character's unavailability for the encounter) can make the encounter more deadly.

Falling Lid: The lid is rigged to flip off its moorings when a creature falls into the pit, landing on those within. The attack and damage values for a falling lid should be the same as for spikes. A heavy lid might restrain victims under it, requiring a moderate or hard escape check as one way to end the condition. (Smashing, prying, or hauling up the lid can work too.)

Trap Design 101: Pits and Damage

The process of assigning damage values for pit traps in the D&D game starts with one of the basic principles of trap design: An ordinary trap in the D&D game attacks at will whenever triggered, so because of the frequency of its attacks, it should deal no more damage than 8 + the trap's level each time it hits.

A trap that must be reset (effectively an encounter power) could deal more damage than that—as much as half again that baseline. If the trap is likely to hit two or more targets, it should deal three-quarters of its baseline damage; one that could hit three or more targets typically deals half the baseline amount.

A pit is a special situation, because multiple creatures can fall in. Further, an encounter that includes a pit can make that seemingly minor trap more deadly. For that reason, pits, especially at lower levels, deal damage that is lower than average for the trap's level.

Deeper Pit: Each 10 feet of depth deals 1d10 falling damage. A pitfall should be around 10 feet, plus 10 more feet for every three levels of the trap. If you increase the trap's level, remember to increase the check DCs to notice and disarm the trap, as well as its attack bonus. As a rough rule, increase the DC and the attack bonus by 1 per level.

Spikes: Spikes at the bottom of the pit deal extra damage. The spikes attack AC, so you should increase the attack bonus of the basic pit by 2. You can then add damage from spikes just as you would for greater depth (increasing by 1d10 per three levels).

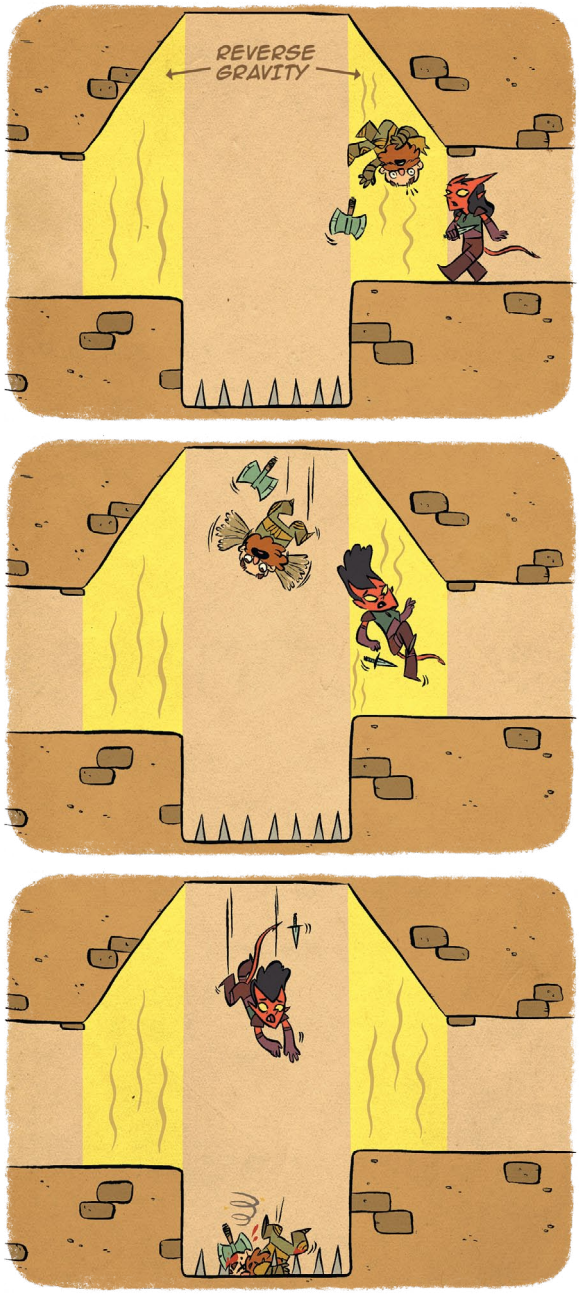
Water: A pit might be filled with water or some other liquid. Unless the pit is very deep, falling in water should deal little damage. Instead, the danger could come from an inhabitant in the water (see below) or a closing lid that seals victims in without air (see "Starvation, Thirst, and Suffocation," *Rules Compendium*, page 180). The level of the trap depends on your needs and the damage it deals.

Harmful Liquids: A pit filled with a harmful liquid, such as acid or lava, might lessen falling damage as water does but deal ongoing damage to a creature that falls in. The simplest way to model such a pit is to replace the usual falling damage with initial damage for entering the liquid. The rest of the trap's damage consists of ongoing damage whenever the creature ends its turn in the liquid. For example, a level 3 acid-filled pit might deal 1d10 initial acid damage to a creature that falls in, and then 1d10 acid damage at the end of each turn thereafter until the creature escapes.

A closing lid over a pit filled with harmful liquid is much more dangerous than such a lid over water. A creature that doesn't die from the ongoing damage is likely to succumb to suffocation more quickly. This danger is enough to increase the trap's level and attack bonus by 1.

Moving: Halaster has enchanted some pits as extradimensional spaces that can travel throughout Undermountain. Some pits teleport from place to place, appearing in regular locations to collect victims before moving on. Others slide about the halls like living creatures. One moving space might replace another one, so that opening what seems to be the same pit a second time reveals a new danger. Whatever the case, the pit should require a hard, trained-only Arcana check to disable its mobility (at least temporarily).

Inhabited: The danger of a pit might not be only the fall but also a creature that hides within. Such inhabitants should be able to exist for a long time without food (or even air), although Halaster is certainly capable of creating pits that sustain their inhabitants magically. A gelatinous cube or a green slime makes for a devilish inhabitant, since a creature that falls into the pit lands inside the ooze (likely becoming engulfed). An inhabitant might be its own encounter, or you can adjust the trap's level according to the level of the creature it holds.



False-Trap Bait: This sort of pit trap uses the characters' suspicion to catch them. An area of floor is obviously unusual; it might be discolored, slightly raised or depressed, or have a special pattern on it. The true danger is in the area that borders the seeming trap—a hidden or disguised deadfall, for example. A character who takes the bait tries to skirt the danger, falling victim to the hidden pit. In a narrow passage, the trap might not be in the floor but a wall that pivots to tip an area of floor and dump someone into a pit or other hazard behind the wall.

Ram: A pit trap need not be hidden to be a danger. Instead, a creature that moves within a given distance from an open pit is shoved in by a lever- or spring-activated ram. The trap has the same attack bonus and check DCs as the pit would, but they apply to the ram mechanism instead. In addition to causing forced movement, the ram's impact might also deal some of the trap's damage.

Reverse Pit: Some pits might not drop creatures but instead fling them up to hit the ceiling or fall from a great distance. Assign damage as you would for a normal pit trap, substituting the distance to the ceiling (or to the flight's apex) for the depth of the pit.

Reverse Gravity: Some of these traps use magic to make creatures fall up instead of down, so be sure to include an Arcana check for discovering and disarming them. You can use reverse gravity effects in all sorts of inventive ways. For example, the effect might turn on or off upon impact, causing a repeating cycle of falling up and down (until someone moves the victim out).

Ejector Plate: An ejector plate uses mechanical energy instead of magic. A spring or a lever propels a creature that stands on a triggering plate.

Traditional Traps

A few of the traps introduced in the original *The Ruins of Undermountain* boxed set are reproduced here for creating your own Undermountain adventures.

Kissing Maiden

The sweet name of this trap belies its cruel and deadly design. A pressure plate on the floor acts as a trigger, releasing the tension on wound springs that cause a long and narrow section of floor to pivot round and swing upward. The hidden side of this post of stone or metal often bears spikes, but sometimes it has the graven image of a maiden with pursed lips. When it flips up and smashes into the creature that triggered it, the maiden plants its "kiss" and shoves the creature across the room.

Kissing Maiden **Level 4 Trap**
Object XP 175

Detect Perception DC 21 **Initiative** –
Immune attacks

Triggered Actions

Attack ✦ At-Will

Trigger: A creature enters the trapped square or starts its turn there.
Attack (Opportunity Action): Melee 1 (the triggering creature); +7 vs. Fortitude
Hit: 2d6 + 5 damage, the trap pushes the target up to 2 squares, and the target falls prone.

Countermeasures

✦ **Disable:** Thievery DC 21. *Success:* The character disables the pressure plate in the trapped square. *Failure (16 or lower):* The character triggers the trap.
✦ **Jam:** Athletics DC 21 (readied standard action required). *Success:* The character jams an object in the trap, preventing it from resetting and attacking again.

Spring Noose

A spring noose is typically triggered when a creature steps on a trigger plate set in the floor, pulling a wire that runs from it under the floor to a hook that loosely holds up a weight hidden in the wall. The weight drops, causing several events to happen in rapid succession. A trapdoor in the ceiling opens, allowing slack chain loops to fall and snare any creatures standing on the trigger plate. Almost immediately thereafter, the chains are pulled back into a 10-foot-deep compartment in the ceiling along with the ensnared creatures; the trapdoor closes behind them.

The loops tighten like nooses to choke and squeeze the victim against the ceiling of the compartment. Unless enchanted to reset itself, the trap requires a secret passage in the wall or an adjacent chamber to let someone reset the weight and wire. The victim's companions might be able to effect a rescue if they can find the controls and drop the chains in time. Any victim that is not removed from the chains when the trap is reset becomes a grotesque puppet when the trap is next triggered.

The statistics block here assumes a 10-foot-high ceiling; higher ceilings make the trap much more dangerous and difficult to deal with. The initial damage (as well as falling damage from a failed escape) from a higher ceiling should be increased according to the distance, which also increases the trap's level and check DCs accordingly.

Spring Noose Trap **Level 2 Trap**
Object XP 125

Detect Perception DC 20 **Initiative** –
HP 20 each for the chains, pressure plate, and trapdoor
AC 10, **Fortitude** 10, **Reflex** 5, **Will** –
Immune cold, necrotic, poison, psychic, radiant, forced movement, all conditions, ongoing damage

Triggered Actions

Attack ✦ Encounter

Trigger: A creature enters the trapped square or hits the pressure plate with an attack.
Attack (Immediate Reaction): Melee 1 (the triggering creature); +5 vs. Reflex
Hit: 1d10 + 5 damage, and the target is pulled up into a 10-foot-deep compartment in the 10-foot-high ceiling and is restrained. Until this effect ends (see Countermeasures), the target takes ongoing 5 damage.

Countermeasures

✦ **Escape:** Acrobatics or Athletics DC 20 (move action). *Success:* The character escapes from the chains, hanging onto one or bracing in the compartment. The character can then climb down out of the compartment (Athletics DC 9). *Failure (16-19):* The character escapes but falls 20 feet out of the trap and onto the floor.
✦ **Disable:** Thievery DC 20. *Success:* The character disables the pressure plate in the trapped square or the trapdoor above the trapped square; or, from within the compartment, the character forces the chains to release a restrained target, ending the trap's effect. *Failure (15 or lower):* The character triggers the trap.

Trapdoor Aloft

A trapdoor aloft is like a surprise present from Halaster; the contents are unpredictable and can change from one encounter to the next. Through a sequence of simple levers and hidden wires, depressing a plate on the floor pulls a pin. This allows a tile in the ceiling to swing open and release whatever danger lurks in the cavity above. Sometimes this holding cell is large enough to contain a creature the size of a halfling or even a grown human, making it a useful hideaway from wandering monsters—until one steps on the pressure plate.

Trapdoor Aloft **Level 4 Trap**
Object XP 175

Detect Perception DC 21 **Initiative** –
HP 40 for the trapdoor and cage (see below)
AC 12, **Fortitude** 11, **Reflex** 5, **Will** –
Immune cold, necrotic, poison, psychic, radiant, forced movement, all conditions, ongoing damage

Triggered Actions

Attack (varies) ✦ **Encounter**
Trigger: A creature enters the trapped square.
Attack (Immediate Reaction): Melee 1 (the triggering creature); +7 vs. Reflex
Hit: The trap has one of the following effects.
1. *Acid Vials (acid):* 2d8 + 4 acid damage, and ongoing 5 acid damage (save ends). *Miss:* Half damage.
2. *Stone Block:* 2d10 + 7 damage, the trap pushes the target up to 2 squares, and the target falls prone. *Miss:* Half damage, and the trap pushes the target up to 2 squares.
3. *Alchemical Fire Vials (fire):* 2d8 + 4 fire damage, and ongoing 5 fire damage (save ends). *Miss:* Half damage.
4. *Green Slime:* A green slime (*Monster Vault*, page 221) automatically hits the target with the *engulf* power.
5. *Stirges:* Two stirges (*Monster Vault*, page 259) emerge. They either gain a surprise round or, during an ongoing battle, act immediately in the initiative count and have combat advantage on their first turn.
6. *Cage:* 2d8 + 4 damage, and an iron cage slams down and locks into the floor, restraining the target (escape DC 21). The cage can be attacked (defenses and hit points above) and another character can lift the cage (Athletics DC 21) to release the target. *Miss:* Half damage, and the trap pushes the target up to 2 squares.
7. *Poison Vials:* 2d8 + 4 poison damage, and ongoing 5 poison damage (save ends). *Miss:* Half damage.
8. *Diseased Offal:* The target loses a healing surge. At the end of the encounter, the target makes a saving throw. On a failure, the target contracts level 4 filth fever at stage 1 (see *Rules Compendium*, page 184).

Countermeasures

✦ **Disable:** Thievery DC 21. *Success:* The character disables the pressure plate in the trapped square or the trapdoor above the trapped square. *Failure (16 or lower):* The character triggers the trap.

Leghold Trap

Familiar to many hunters, the leghold trap is a larger version of the classic foothold trap used to capture animals. A section of floor acts as the trigger plate; the jagged jaws of the trap are in slots in the floor, hidden by false mortar and dirt.

Leghold Trap **Level 2 Trap**
Object XP 125

Detect Perception DC 20 **Initiative** –
HP 30 for the revealed jaws
AC 13, **Fortitude** 10, **Reflex** 10, **Will** –
Immune necrotic, poison, psychic, radiant, forced movement, all conditions, ongoing damage

Triggered Actions

Attack ✦ **Encounter**
Trigger: A creature enters the trapped square.
Attack (Immediate Reaction): Melee 1 (the triggering creature); +5 vs. Reflex
Hit: 1d10 + 3 damage, and the target is restrained (escape DC 20). Until this effect ends, the target takes ongoing 5 damage.

Countermeasures

✦ **Disable:** Thievery DC 20. *Success:* The character disables the pressure plate or jams the jaws open in the trapped square. *Failure (15 or lower):* The character triggers the trap.
✦ **Open Jaws:** Athletics or Thievery DC 20. *Success:* The character forces open the trap's jaws, ending the trap's effect. *Failure (15 or lower):* The trapped creature takes 5 damage.

Punishment Arms

Punishment arms were inspired by the experiments of Trobriand, one of Halaster's apprentices who was devoted to crafting magical automatons. Arms of plate armor glint in dark holes in the walls of the trapped area, and sometimes in the ceiling and floor. Entering the area they guard without speaking the right phrase or carrying the proper item (usually one of Halaster's *horned rings*) causes the arms to animate and attack with their gauntleted fists. A single punishment arm is rarely seen; dozens might line a hallway.

Punishment Arm **Level 1 Trap**
Object XP 100

Detect automatic **Initiative** –
HP 25
AC 13, **Fortitude** 10, **Reflex** 13, **Will** –
Immune necrotic, poison, psychic, forced movement, all conditions, ongoing damage

Traits

Recess

The attacking arm of the trap waits in an open and obvious recess adjacent to the trapped square. The recess provides the arm with superior cover.

Regeneration (healing)

The arm regains 5 hit points whenever it starts a round and has at least 1 hit point. If the arm attacks or has a creature grabbed during a given round, its regeneration does not function until the end of the next round.

Triggered Actions

Attack ✦ At-Will

Trigger: A creature enters the trapped square or starts its turn there without saying the password or carrying the proper item.

Attack (Opportunity Action): Melee 1 (the triggering creature); +6 vs. AC

Hit: 1d8 + 3 damage, and the target is grabbed (escape DC 12). While grabbing a creature, the arm can attack only that creature.

Countermeasures

✦ **Delay:** Arcana (trained only) or Thievery DC 19. *Success:* The arm cannot emerge from its recess until the end of the encounter. *Failure (14 or lower):* The character triggers the trap.

About the Author

Matt Sernett is a writer and game designer for Wizards of the Coast who has worked on the Dungeons & Dragons and **Magic: The Gathering** games. His recent credits include *Halls of Undermountain*, *Neverwinter Campaign Guide*, *Mordenkainen's Magnificent Emporium*, and **Magic the Gathering**–*Scars of Mirrodin*. When he's not making monsters or building worlds, he's watching bad fantasy movies you don't realize exist and shouldn't bother to learn about. You can follow him on Twitter, where he's @Sernett.

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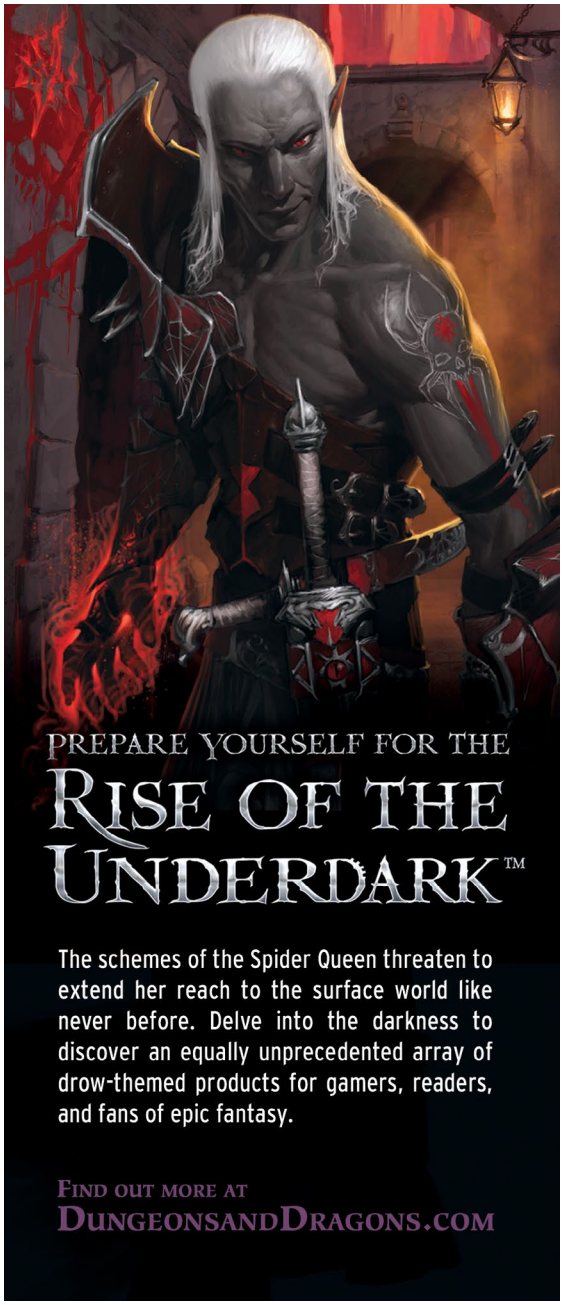
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Far Realm Fiends

By Michael E. Shea

Illustration by Christopher Burdett

How can one look into a world of pure madness and ever hope to recover? How can one define a place that shifts like a thousand nightmares? How can one wrap one's mind around the concept of time and space and thought crashing together into a universe of insanity? What creatures dare we imagine within it? These are questions I do not ponder for long, for I fear what answers I might find.

–The Demonomicon of Iggwilv

The Far Realm is one of the last unexplored regions of the multiverse—a place beyond reality. Few mortals dare glimpse it and fewer still travel there; of those who do, hardly any return. Such adventurers who want to survive dare not stay long. While there, they might explore vast twisted ruins, face mutated entities banished from other planes, and battle native beings beyond mortal comprehension.

To help you flesh out a campaign that takes characters into the Far Realm, this article presents you with several creatures and hazards, as well as advice and ideas for how to make the Far Realm your own.

Many Descriptions, One Madness

Sages who have spent their lives researching the Far Realm without going mad differ in their descriptions of the place. Some see it as a vast emptiness devoid of everything thought of as life. To others it is a swirling mass of sentience that births creatures more horrible than any encountered in the known world. Still others describe lost cities of temples and buildings whose unearthly geometry is beyond definition. Everyone who travels into the Far Realm has a different tale, but all depict a place that assaults mortal sensibilities and reason.

Entwined Space, Time, and Thought: Mortals powerful enough to travel to the Far Realm find a place that transcends physical, mental, and temporal barriers. They might walk a path of a million years or travel between shattered worlds with a thought. Those who enter a rift into the Far Realm might return minutes later having aged hundreds of years. Others who undertake a short journey within the Far Realm come back to find they have been gone for a millennium. Here, the physical principles of time and space are ripped apart.

Your Own Far Realm

The Far Realm is almost completely undefined—a space that transforms itself around the mortals who enter it. This article suggests only one possible interpretation. Build your own version of the Far Realm around your characters and the story you all want to tell. Whether your Far Realm consists of transported ruins floating in an endless black void, a dreamscape built from the memories of your characters, or strangeness from your own imagination, it can still include the challenges presented here.

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WHY ENTER THE FAR REALM?

Various quest lines might bring epic tier characters into the Far Realm. A companion might become trapped in the twisted domain, requiring the adventurers to undertake a perilous rescue attempt. Perhaps an item critical to the party is hidden in a ruined keep pulled into the Far Realm by a mad wizard. The adventurers might need to travel through a rift to reach a secret chamber that guards a powerful lich's phylactery. Whatever story brings them to the Far Realm, it must be vast in both scale and importance. Few characters dream of entering such a place. Make it matter when yours do.

Ancient Ruins and Solitary Chambers: The Far Realm sometimes engulfs locales from other planes, separating these locations forever from reality. Those who travel within this weird place might encounter the ruins of cities or keeps floating in a state of suspended animation. As well, powerful wizards might build pocket worlds within the Far Realm, protected and isolated from the multiverse by the depth of the void. Adventure locations could include the decayed corpses of massive beings or fantastic structures twisted into amalgamations of their former design.

Doom Hulk

The physiology of the doom hulk is difficult to describe, since its shape depends on who beholds it. The monster takes on the physical form of its foes' greatest fears, whether real or imaginary. Those who have faced a doom hulk recall only an enormous being of twisted black cords.

Doom Hulk **Level 27 Brute**
Large aberrant humanoid XP 11,000

HP 306; **Bloodied** 153 **Initiative** +18
AC 39, **Fortitude** 40, **Reflex** 37, **Will** 39 **Perception** +18
Speed 7 Darkvision
Resist 15 psychic

Traits

☼ **Nightmare Being** (fear) ✦ **Aura** 2
Enemies in the aura grant combat advantage.

Standard Actions

⊕ **Slam** ✦ **At-Will**
Attack: Melee 2 (one creature); +32 vs. AC
Hit: 3d8 + 22 damage, and the target falls prone.

⊕ **Double Slam** ✦ **At-Will**
Effect: The doom hulk uses *slam* twice.

↭ **Fears Awakened** (fear, psychic) ✦ **Recharge** when first bloodied
Attack: Close burst 3 (enemies in the burst); +30 vs. Will
Hit: 4d6 + 21 psychic damage, and the hulk slides the target up to 5 squares.
Miss: Half damage, and the hulk pushes the target up to 2 squares.

Move Actions

Spatial Leap (teleportation) ✦ **Encounter**
Effect: The hulk teleports up to 10 squares.

Str 29 (+22) **Dex** 20 (+18) **Wis** 10 (+13)
Con 26 (+21) **Int** 12 (+14) **Cha** 26 (+21)

Alignment chaotic evil **Languages** Deep Speech, telepathy 20

Doom Hulks in Combat

A doom hulk initially appears as a large twisting shape of black tentacles but quickly transforms to represent the worst fear of one of its enemies. It pounds a weaker foe with brutal blows while sending terrifying visions into the minds of its target's companions to drive them away. When forced into a bad position, the doom hulk teleports to a more advantageous spot and continues its brutal attacks.

Mind Slasher

Slicing through the Far Realm like blades, mind slashers hunt down and destroy any mortal foolish enough to step into their habitat. They are physical manifestations of the Far Realm's malevolence, defending the pure chaos of their realm from infection by any foreign threat.

Mind slashers look like humanoid shadows built from razors of black steel, and their eyes blaze brightly when their blade-like hands tear through their targets.

Mind Slasher **Level 28 Skirmisher**
Medium aberrant humanoid XP 13,000

HP 254; **Bloodied** 127 **Initiative** +26
AC 42, **Fortitude** 39, **Reflex** 41, **Will** 40 **Perception** +19
Speed 8 Darkvision
Resist 15 psychic

Standard Actions

⊕ **Psychic Slash** (psychic) ✦ **At-Will**
Attack: Melee 1 (one creature); +31 vs. Will
Hit: 2d12 + 24 psychic damage. Then the target cannot benefit from psychic immunity or resistance (save ends).

⊕ **Mind Pierce** (psychic) ✦ **Recharge** when first bloodied
Attack: Melee 1 (one creature); +31 vs. Will
Hit: 2d10 + 24 psychic damage, and ongoing 20 psychic damage (save ends). Until the effect ends, the slasher is invisible to the target.
Miss: This power is not expended.

⊕ **Spatial Slash** (teleportation) ✦ **Encounter**
Effect: The slasher uses *psychic slash,* teleports up to 5 squares, and then uses *psychic slash* again.

Move Actions

Spatial Warp (teleportation) ✦ **At-Will**
Effect: The slasher teleports up to 5 squares.

Str 14 (+16) **Dex** 30 (+24) **Wis** 10 (+14)
Con 22 (+20) **Int** 12 (+15) **Cha** 24 (+21)

Alignment chaotic evil **Languages** telepathy 20

Mind Slashers in Combat

Mind slashers attack without warning, ripping through the minds and bodies of their foes. They can tap into the twisted space of the Far Realm to travel great distances in an instant. By deeply piercing the thoughts of its victims, a slasher shreds their memories and disappears from their awareness.

Sanity Siphon

Many masters of the arcane are compelled by wanderlust. They want to explore all surface lands, the caverns below, and the skies above. As their power grows, they seek the knowledge and experiences of the other planes. The Far Realm calls to some of these mighty wizards and warlocks, its mystery becoming an obsession. On their arrival, the shifting boundaries of space, time, and thought rip apart their minds and bodies, leaving them screaming sparks of arcane fury.

Their powerful magic has become a dark yearning. Now transformed into sanity siphons, they seek only life energy. The presence of mortals irresistibly draws them to drain those creatures' life force, hoping to once again be whole.

Sanity Siphons in Combat

Although insane, sanity siphons continue to fight with supernatural intellect. They can twist time, seeming to appear in multiple places simultaneously and attacking several creatures at once.

Sanity Siphon **Level 29 Controller**
Medium aberrant humanoid XP 15,000

HP 265; **Bloodied** 132 **Initiative** +22
AC 43, **Fortitude** 40, **Reflex** 42, **Will** 41 **Perception** +20
Speed 8, fly 8 (hover)

Traits

☼ **Energy Siphon ✦ Aura** 1
When any enemy in the aura makes a saving throw, it must roll twice and use the lower result. Any dazed or weakened enemy that ends its turn in the aura loses a healing surge.

Standard Actions

⊕ **Antipathy Touch** (fear, necrotic, psychic) ✦ **At-Will**
Attack: Melee 1 (one creature); +32 vs. Fortitude
Hit: 3d8 + 24 necrotic and psychic damage.
Effect: The siphon pushes the target up to 3 squares.

↝ **Mind Shock** (lightning, psychic) ✦ **At-Will**
Attack: Ranged 10 (one or two creatures); +32 vs. Reflex
Hit: 3d10 + 10 lightning and psychic damage, and the target is slowed (save ends).
First Failed Saving Throw: The target is also weakened (save ends both).

✧ **Void Burst** (necrotic, psychic) ✦ **Encounter**
Attack: Close burst 2 (enemies in the burst); +32 vs. Will
Hit: 5d6 + 22 necrotic and psychic damage, and the target is dazed (save ends).
Miss: Half damage.

Minor Actions

Time Stop ✦ Encounter
Effect: All effects on the siphon end, and the siphon takes an additional standard action this turn. Other creatures cannot take triggered actions in response to this action.

Skills Arcana +29, Insight +20
Str 10 (+14) **Dex** 26 (+22) **Wis** 12 (+15)
Con 25 (+21) **Int** 30 (+24) **Cha** 27 (+22)
Alignment chaotic evil **Languages** Deep Speech, telepathy 20

Far Realm, Nightmare Mode

Epic characters enjoy vast power and are capable of impressive deeds, but the Far Realm is a challenge even for such mighty beings. Here are some example effects that you can use to dial up the danger level when characters travel in this dreaded region.

Psychic Diffusion: Reduce the psychic resistance of non-aberrant creatures by 15.

Magical Feedback: When any character willingly teleports or willingly uses a daily attack power, he or she takes 15 force damage. A character can take this damage only once per round.

Deadly Backlash: When any character scores a critical hit, a bolt of black lightning strikes him or her, dealing 15 lightning and necrotic damage. A character can take this damage only once per round.

Unnatural Existence: While in the Far Realm, whenever any non-aberrant creature regains hit points, it regains half the expected amount. In addition, any creature that starts its turn at 0 hit points or fewer is stunned until the start of its next turn.

Voidsphere Beholder

Beholders left to grow in the open spaces of the Far Realm become true horrors even among their kind. Such voidsphere beholders are larger than those that exist anywhere else. These swirling masses of multicolored light have many eyes that illuminate the weird matter of their home.

What motivates voidsphere beholders is beyond mortal reckoning, and they rarely speak to those they come across. Instead, they dissect and study such unfortunates, much as a sage examines insects under a magnifying glass while pulling off their wings.

Voidsphere Beholders in Combat

A voidsphere beholder attacks without provocation and is unrelenting in battle. It uses *force ray* to rid itself of meddlesome defenders and *madness ray* to convince enemies that their allies are twisted tentacle horrors. The central eye of a voidsphere disrupts both physical and magical energy, leaving opponents hindered or nearly defenseless if they try to use powerful attacks against it.

Terrain and Hazards

The Far Realm contains bizarre terrain and threats unknown in the normal world. Each of these examples is a suitable challenge for epic tier characters.

Time Storm

Whirling vortices of twisting time and space roll across the vastness of the Far Realm, elongating time for those caught within them. A victim seems to exist as two versions of itself, one real and one not. This twisting of perspective wreaks havoc on the creature's responses in combat.

Effect: Whenever a non-aberrant creature rolls a d20 while in this 3-by-3-square area, that creature must roll twice and use the lower result.

Twisted Space

Certain areas of the Far Realm wrench the fabric of existence, creating strange and terrible results when characters attempt to use powerful effects.

Effect: This 5-by-5-square area interferes with powers. Whenever a non-aberrant creature in the area uses an encounter attack power or a daily attack power, roll a d6 and consult the following list for the effect on that creature.

Voidsphere Beholder **Level 30 Elite Artillery**
Huge aberrant magical beast XP 38,000

HP 428; **Bloodied** 214 **Initiative** +24
AC 44, **Fortitude** 42, **Reflex** 43, **Will** 43 **Perception** +27
Speed 0, fly 8 (hover) Darkvision
Saving Throws +2; **Action Points** 1

Traits

All-Around Vision
Enemies can't gain combat advantage by flanking the beholder.

Truesight
The beholder can see invisible creatures and objects.

Void Reality
The beholder's attacks ignore all resistances and immunities.

Standard Actions

Bite ✦ At-Will
Attack: Melee 1 (one creature); +35 vs. AC
Hit: 3d10 + 22 damage.

Eye Rays ✦ At-Will
Effect: The beholder uses one of the following attacks. This attack does not provoke opportunity attacks.
1. *Force Ray* (force): Ranged 10 (one creature); +35 vs. Fortitude; 4d12 + 12 force damage, and the beholder slides the target up to 6 squares.
2. *Prismatic Ray* (cold, lightning, radiant): Ranged 10 (one creature); +35 vs. Reflex; 6d6 + 17 cold, lightning, and radiant damage, and the target is blinded (save ends).
3. *Madness Ray* (charm): Ranged 10 (one creature); +35 vs. Will; the target takes a free action to move up to twice its speed and make an at-will attack against one of its allies, gaining a +5 power bonus to damage rolls on the attack.
4. *Vanishing Ray:* Ranged 10 (one creature); +35 vs. Reflex; 4d8 + 20 damage, and the target is removed from play until the start of its next turn. The target returns to play in its original space or the nearest unoccupied space. When it returns to play, the target is dazed until the end of its turn.
5. *Disintegrate Ray*: Ranged 10 (one creature); +35 vs. Fortitude; 3d8 + 10 damage, and ongoing 15 damage (save ends). If this ray's damage reduces the target to 0 hit points or fewer, the target is destroyed.
6. *Death Ray* (necrotic): Ranged 10 (one creature); +35 vs. Fortitude; ongoing 35 necrotic damage (save ends). If the target is bloodied while taking this ongoing damage, the ongoing damage increases to 40.
First Failed Saving Throw: The target is also dazed (save ends both).
Second Failed Saving Throw: The target dies.

Minor Actions

Reality-Warping Central Eye ✦ At-Will
Attack: Close blast 5 (enemies in the blast); +33 vs. Will
Hit: Until the end of its next turn, the target grants combat advantage, and if it uses any encounter attack power or daily attack power, it becomes stunned (save ends).

Triggered Actions

Eyes of the Beholder ✦ At-Will (1/round)
Trigger: An enemy ends its turn within 10 squares of the beholder.
Effect *(Free Action):* The beholder uses one random eye ray against the triggering enemy.

Str 24 (+22)	**Dex** 28 (+24)	**Wis** 24 (+22)
Con 28 (+24)	**Int** 31 (+25)	**Cha** 31 (+25)

Alignment chaotic evil **Languages** Deep Speech

1. Flailing Tentacles: The creature grows a pair of unbalancing, flailing tentacles, causing it to grant combat advantage and to take ongoing 10 damage (save ends both).

2. Deadly Scream: An unnatural scream rends the creature's mind and body, dealing 15 necrotic and psychic damage to it.

3. Explosion: A gout of flame erupts in a burst 2 centered on the creature. Each creature in the burst takes 10 fire and thunder damage.

4. Black Ice: The creature's body is coated in a shell of black ice. The creature is restrained until the end of its next turn.

5. Horrific Transformation: The creature transforms into a hideous aberrant monster until the start of its next turn. When the transformation occurs, the creature must push allies within 3 squares of it as far as it can up to 3 squares. Those allies grant combat advantage until the start of the creature's next turn.

6. *Dread Space:* The creature disappears momentarily and then reappears prone, taking 15 damage as if it fell from a height.

Geometric Impossibility

The boundaries of spatial reality break down in the Far Realm. A square containing an apparently simple junction, such as a corner where two walls and a floor meet, includes other dimensions that are invisible to non-aberrant creatures. (A sharp-eyed observer might perceive a strange shimmer at the junction.) Although unseen, these extra dimensions can suck creatures in, pulling them across space and time before depositing them at another location. When they return, their minds are addled by the impossible experience.

Geometric Impossibility	**Level 28 Hazard**
Terrain	XP 13,000
Detect Perception DC 30	**Initiative** –
Immune attacks	
Triggered Actions	
Attack ✦ At-Will	
Trigger: A non-aberrant creature enters a square within 2 squares of the hazard.	
Attack (Opportunity Action): Ranged 2 (the triggering creature); +31 vs. Will	
Hit: The target is removed from play. At the start of its next turn, the target reappears in a space of the DM's choice at least 5 squares from the hazard. If possible, the target's new space must contain no hindering terrain, traps, or hazards. When the target reappears, it takes 3d10 + 16 damage, is dazed until the end of its turn, and falls prone.	
Countermeasures	
✦ **Delay:** Arcana or Insight DC 30 (immediate interrupt). *Requirement:* Only the triggering creature can delay the hazard. *Success:* The hazard cannot attack the triggering creature until the end of the creature's next turn.	

About the Author

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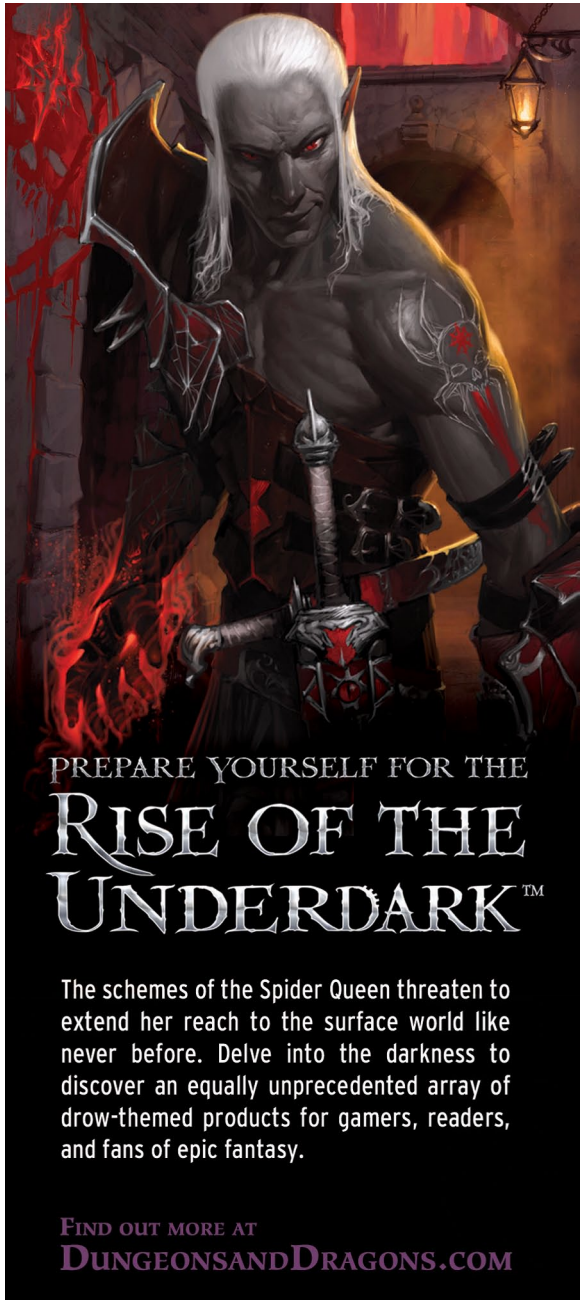
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Death and Taxes

A D&D® Side Trek adventure for characters of levels 4–5

By Aeryn "Blackdirge" Rudel

Illustration by Nicole Cardiff

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Adventure Background

Sir Tyros Halfhelm is a hedge knight, not because he lacks skill at arms but because he is a vicious and greedy man prone to murderous rage. Over the years, he has served numerous lords in battle, but his cruelty and violent nature ensured that he never retained a position as a house knight for long. Having grown weary of begging scraps from some lord's table, Sir Tyros has parlayed his martial skills into a more lucrative endeavor. He has become a bandit.

Despite his brutal inclinations, Sir Tyros has some skill at leading warriors in battle, and he has attracted a group of cutthroats to his "banner." At first, he was content to accost traveling merchants, using his grasp of battlefield tactics to set effective ambushes and his skill at arms to turn the tide of combat if his warriors got in over their heads.

Two recent events have made the hedge knight's banditry far more effective and lucrative. First, a tiefling mage named Lerix joined Sir Tyros's band of thugs, adding sophistication and arcane firepower to their attacks. Second, the bandits recently had the good fortune to run across a tax collector and his poorly defended wagon. After murdering the collector and his guards, Sir Tyros had an idea. Why not impersonate the official, feign a broken wagon wheel or a sick mule on a well-traveled road, and then rob anyone who stops to help? It seemed a perfect scheme, and Sir Tyros put it into effect immediately.

From the first time the bandits employed their ruse, they quickly learned that the guise of a tax collector in trouble not only was convincing but also garnered a lot of sympathy from passersby. Eager to earn a bit of goodwill from a local official, travelers frequently stopped to lend a helping hand, giving Sir Tyros and his band their pick of potential victims.

The bandits' plan of attack is simple. Lerix acts as the tax collector, while Sir Tyros pretends to be a knight serving as his bodyguard (an easy lie, since it contains some truth). The rest of the bandits hide in the woods nearby.

When travelers draw near, Sir Tyros approaches them alone, relating the concocted tale of a tax collector in trouble. While he holds the victims' attention, his followers move into position. Once the trap is set, Sir Tyros gives the order, and the bandits attack in a hail of arrows, sling stones, and magical bombardment. The initial assault is usually enough, but Sir Tyros and his followers are not above finishing the job with melee attacks.

Sir Tyros has used the tax wagon scheme over a dozen times, and each time it has netted his band a substantial haul. Because he wants to keep his little

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charade going, he is forced to kill his victims lest they reveal his operation and warn others. The mounting body count has not gone unnoticed, however, and local authorities are becoming concerned that so many travelers have gone missing of late.

The characters might have heard the stories of disappearances and wish to investigate. The simplest hook is to have them encounter Sir Tyros and his tax wagon on the road. Adventurers are just the sort of targets Sir Tyros hopes to catch; although he understands the danger in attacking seasoned explorers, the prospect of piles of loot recently prized from a musty dungeon is too tempting to ignore.

Adventure Synopsis

The characters meet Sir Tyros on an open road cutting through a dense forest, where the hedge knight attempts to use the beleaguered tax collector charade. The first encounter is a skill challenge to determine if the characters can see through Sir Tyros's lies before the bandits get the drop on the party.

In the second encounter, the characters battle Sir Tyros and his band. The combat setup depends on how the party fared in the skill challenge. If they did well, the characters can avoid being surprised. If they did poorly, Sir Tyros and his bandits spring their ambush and catch the party unawares.

1. Knight's Palaver

Roleplaying Encounter

Sir Tyros's scouts have informed him that a group of adventurers is traveling along the road. Never one to look a gift horse in the mouth, Sir Tyros has prepared the wagon and his warriors for their next victims. The knight waits in the middle of the road, while Lerix (a mage) stands near the wagon posing as the tax collector. The others move quietly through the thick forest on the east side of the road and atop the small cliff on the west. Sir Tyros hopes to keep the characters distracted until the bandits can move close enough to spring the perfect ambush.

When the party sees the wagon, read:

Standing in the middle of the road is a tall, armored man with sword and shield. His armor is the finest plate, polished to gleaming, and his large shield bears a yellow skull wearing a horned helm on a black field. His sword is sheathed and his visor is up, revealing a strong, weathered face.

Behind the knight, a large wagon sits in the middle of the road. One of its wheels has been removed from the axle and is propped up against a nearby tree. A second figure in fine clothing stands next to the wagon, hands on hips, frustration clear in his body language. A cowl obscures the person's face.

Two green-scaled drakes lounge in the sun nearby. Beyond them, two oxen, free from the wagon, graze lazily at the eaves of the woods.

The knight smiles when he sees you, raises his hand in greeting, and begins walking in your direction.

When Sir Tyros speaks, he says:

"Greetings, good travelers. My name is Sir Tyros Halfhelm, a knight by trade. This tax collector, Lerix, hired me to escort him on these dangerous roads. But our wagon's wheel is damaged. It will take the two of us to fix it and get it back on the wagon, but I am hesitant to take my eyes off the road. I've heard tell that travelers have disappeared out this way in recent times. Brigands, no doubt.

"I wonder if you would be good enough to offer us some assistance?"

Despite Sir Tyros's ease, something doesn't feel quite right. The forest seems a little too quiet.

Sir Tyros's goal is to keep the characters talking to him long enough to set his ambush. Player characters who take an interest in the knight and the tax wagon can make skill checks to learn more:

History DC 15: You recall a knight by the name of Tyros Halfhelm serving a local noble, Lord Banek, some years ago. **DC 22:** If memory serves, this particular knight was dismissed from Lord Banek's service for conduct unbecoming. The emblem on his shield belongs to the Company of the Fallen, a group of unaligned mercenary warriors.

Insight DC 22: Sir Tyros seems forthright enough, but subtle clues in his body language and inflection indicate that he might not be telling the entire truth. The tax collector, Lerix, seems content to let the knight do the talking, but he's clearly on edge.

Perception DC 10: Sir Tyros's shield and armor are of good quality and well maintained. Small dents, scratches, and flecks of blood indicate the knight has seen battle. **DC 15:** The tax collector is a tiefling, and his clothing is too big (as though sized for a man of larger proportions) and has curious red-brown stains in places. **DC 22:** The damage to the wagon's wheel looks like it was inflicted with a weapon.

Roleplaying

Below is a list of possible questions the characters might ask Sir Tyros and responses the amiable knight has at the ready. Characters who are suspicious of Sir Tyros's intentions can make an Insight check (opposed by the knight's Bluff check) to ascertain whether any given response is factually accurate. A successful check indicates that Sir Tyros is being "less than sincere."

What are you not telling us? *Why, nothing at all! Do you question my honor? On what grounds?*

Is that blood on your companion's sleeve? *What an eye you have! An eye like that can only be acquired in battle, eh? Yes, my companion unfortunately cut his hand while attempting to repair our wagon.* (False)

Why were you dismissed from Lord Banek's service? *Ah, yes, Lord Banek. An unfortunate situation, that. I stopped him from beating a poor servant girl after the hapless lass spilled a bit of wine on the lord's new doublet. For my chivalry, I was dismissed from service. Apparently, Banek has been spreading all manner of vicious rumors about me. Most unfitting behavior for a lord, wouldn't you say?* (False)

What is that symbol on your shield? *The horned skull is the symbol of the Company of the Fallen, knights who help those in need but swear fealty to no lord.* (True)

Were you in a fight recently? *You've a warrior's instincts! Indeed, bandits set upon my companion and me two days ago. I was forced to slay two of them, but the third retreated. I fear he might have warned other rogues in the area.* (False)

What happened to the wagon wheel? *Simple enough. We hit a spur of rock as sharp as an axe blade. It gouged a great chunk from the wheel and left us in our current predicament.* (False)

Surprise!

While Sir Tyros engages characters in conversation, his forces move quietly through the forest and try to encircle the party. If the PCs do not attack Sir Tyros before the trap is sprung, allow them to make a group DC 22 Perception check. The results of the group skill check determine the placement of Sir Tyros's forces in the next encounter.

2. Ambush!

Combat Encounter Level 7 (1,575 XP)

A fight begins, with the combatants' initial positions determined by the results of the group Perception check (see "Surprise!" above).

Light: Bright daylight.

Monsters: Sir Tyros, bandit knight (T); Lerix, Fell Court hellmage (L); 2 guard drakes (D); 2 Raven Roost harriers (H); 6 human prowlers (P).

Other Creatures: 2 oxen (O).

If half or more of the characters succeeded at the group Perception check, the harriers and prowlers are in the positions indicated by the black icons on the tactical map. If more than half of the PCs failed the group check, the bandits are in the positions indicated by the red icons on the map. The positions of Sir Tyros, Lerix, the drakes, and the oxen are the same regardless of the group check result. Their positions are marked in green on the map.

If the characters attack Sir Tyros and Lerix before the group Perception check is made, assume the other antagonists are in the positions indicated by the black icons on the tactical map.

If the characters failed the group check, read:
Sir Tyros suddenly raises his hand palm up, cutting off your questioning with an imperious gesture and a malicious grin. The forest around you erupts into motion as half a dozen hard-looking warriors reveal their presence in the surrounding trees. A heartbeat later, Sir Tyros's sword is in his hand and projectiles whistle from the ambushers' positions.

If the group check succeeded, read:
Your focused questioning has revealed that Sir Tyros is not all he claims to be, and your keen eyes and ears have sensed the telltale signs of an ambush. Recognizing that he has given away his game, Sir Tyros stumbles back, cursing and clawing at his sword. Behind him, in the forest, a number of warriors break cover and begin running toward you.

Cliff: This small ridge is 15 feet high. The steep slope makes climbing up it harder (DC 15 Athletics check) than climbing down (DC 10 Athletics check).

Oxen: These docile draft animals move away from combat; any attack that hits an ox kills it. The characters or the bandits might try to force an ox to move toward enemies, but the creatures avoid conflict and collisions.

Scrub: These plants on the western side of the road are thick enough to provide partial concealment.

Trees: The trunks of these 20-foot-tall trees are blocking terrain (DC 10 Athletics check to climb). Each tree's foliage, which is 10 feet from the ground, provides partial concealment.

Wagon: The wagon is blocking terrain, but it has a small space under it that can be crawled through. It is 10 feet high (DC 10 Athletics check to climb).

Tactics: If they gain a surprise round, most of the bandits open with ranged attacks against the characters. Sir Tyros closes, trying to take down a soft target first. The drakes take up positions to defend Lerix, staying in his *drake regeneration* aura.

Sir Tyros, Bandit Knight (T) **Level 6 Elite Soldier (Leader)**
Medium natural humanoid, human XP 500

HP 140; **Bloodied** 70 **Initiative** +7
AC 22, **Fortitude** 19, **Reflex** 17, **Will** 18 **Perception** +8
Speed 5
Saving Throws +2; **Action Points** 1

Traits

☼ **Knight's Aura ✦ Aura** 1
Any unmarked enemy that willingly leaves the aura provokes an opportunity attack from Tyros.

Standard Actions

⊕ **Bastard Sword** (weapon) **✦ At-Will**
Attack: Melee 1 (one creature); +11 vs. AC
Hit: 2d10 + 4 damage.

⸸ **Double Attack ✦ At-Will**
Effect: Tyros uses *bastard sword* twice.

Minor Actions

⸸ **Shield Shove** (weapon) **✦ Recharge** when first bloodied
Attack: Melee 1 (one creature); +9 vs. Fortitude
Hit: Tyros pushes the target up to 2 squares, and then shifts up to half his speed. If the target ends the push adjacent to one or more of Tyros's allies, one of those allies can make a melee basic attack against the target as a free action.
Miss: Tyros can push the target 1 square, and then he can shift 1 square.

Triggered Actions

⸸ **Knightly Riposte ✦ At-Will**
Trigger: An unmarked enemy in Tyros's *knight's aura* uses an attack power that doesn't include Tyros as a target.
Effect (Immediate Interrupt): Tyros uses *bastard sword* against the triggering enemy.

Skills Athletics +12, Bluff +11, Intimidate +11
Str 19 (+7) **Dex** 14 (+5) **Wis** 10 (+3)
Con 14 (+5) **Int** 12 (+4) **Cha** 16 (+6)
Alignment evil **Languages** Common
Equipment plate armor, heavy shield, bastard sword

As the battle continues, the harriers join the melee alongside Sir Tyros while the other brigands continue to make ranged attacks. The bandits try to surround the party and cut off easy escape.

Sir Tyros fights to the death—he knows he'll hang if he is captured. His allies, however, are not so brave.

Fell Court Hellmage (L) **Level 4 Artillery (Leader)**
Medium natural humanoid, tiefling XP 175

HP 42; **Bloodied** 21 **Initiative** +6
AC 18, **Fortitude** 14, **Reflex** 17, **Will** 17 **Perception** +12
Speed 6 Low-light vision
Resist 5 fire

Traits

☼ **Drake Regeneration** (healing) **✦ Aura** 3
Any bloodied drake ally in the aura regains 5 hit points at the start of its turn if it has at least 1 hit point.

Standard Actions

⊕ **Dagger (weapon) ✦ At-Will**
Attack: Melee 1 (one creature); +9 vs. AC, or +10 vs. AC if the target is bloodied
Hit: 2d4 + 7 damage.

⊗ **Infernal Bolt** (fire, implement, radiant) **✦ At-Will**
Attack: Ranged 20 (one creature); +9 vs. Reflex, or +10 vs. Reflex if the target is bloodied
Hit: 1d8 + 3 fire and radiant damage, and ongoing 5 fire and radiant damage (save ends).

Triggered Actions

Infernal Wrath (fire) **✦ Encounter**
Trigger: An enemy within 10 squares of the hellmage hits it with an attack.
Effect (Free Action): The triggering enemy takes 1d6 + 5 fire damage.

⚚ **See You in Hell ✦ Encounter**
Trigger: The hellmage drops to 0 hit points.
Effect (Immediate Interrupt): The hellmage uses *infernal bolt*, and the attack does not provoke opportunity attacks.

Skills Arcana +12, Bluff +10, History +12, Stealth +11
Str 15 (+4) **Dex** 19 (+6) **Wis** 20 (+7)
Con 12 (+3) **Int** 21 (+7) **Cha** 17 (+5)
Alignment evil **Languages** Common, Supernal
Equipment dagger

If Sir Tyros is slain, the prowlers have a 50 percent chance of fleeing right then. Lerix and the harriers continue to fight until bloodied, at which point they attempt to escape as well. If the drakes are alive when Lerix flees, they bolt alongside him.

Like Sir Tyros, the bandits know that the gallows await them if they are captured. Any who are cornered fight to the death.

2 Guard Drakes (D) **Level 2 Brute**
Small natural beast (reptile) XP 125 each

HP 48; **Bloodied** 24 **Initiative** +3
AC 15, **Fortitude** 15, **Reflex** 13, **Will** 12 **Perception** +7
Speed 6

Standard Actions

⊕ **Bite ✦ At-Will**
Attack: Melee 1 (one creature); +7 vs. AC
Hit: 1d10 + 3 damage, or 1d10 + 9 while the drake is within 2 squares of an ally.

Str 16 (+4) **Dex** 15 (+3) **Wis** 12 (+2)
Con 18 (+5) **Int** 3 (-3) **Cha** 12 (+2)
Alignment unaligned **Languages** –

2 Raven Roost Harriers (H) **Level 4 Skirmisher**
Medium natural humanoid, human XP 175 each

HP 53; **Bloodied** 26 **Initiative** +7
AC 18, **Fortitude** 16, **Reflex** 18, **Will** 16 **Perception** +4
Speed 6

Standard Actions

⊕ **Short Sword** (weapon) **✦ At-Will**
Attack: Melee 1 (one creature); +9 vs. AC
Hit: 2d6 + 5 damage, and the target can't make opportunity attacks until the end of the harrier's next turn.

⊗ **Hand Crossbow** (weapon) **✦ At-Will**
Attack: Ranged 10/20 (one creature); +9 vs. AC
Hit: 2d6 + 5 damage.

⸸ **Moving Attack ✦ At-Will**
Effect: The harrier moves up to its speed and uses *short sword* once at any point during this movement. After the attack, the harrier doesn't provoke opportunity attacks when moving away from the target of the attack.

Skills Stealth +10
Str 14 (+4) **Dex** 16 (+5) **Wis** 14 (+4)
Con 13 (+3) **Int** 10 (+2) **Cha** 8 (+1)
Alignment evil **Languages** Common
Equipment studded leather, hand crossbow, short sword, 20 bolts

6 Human Prowlers (P) Level 5 Minion Skirmisher	
Medium natural humanoid	XP 50 each
HP 1; a missed attack never damages a minion. **Initiative** +7	
AC 19, **Fortitude** 16, **Reflex** 17, **Will** 15	**Perception** +3
Speed 6	
Standard Actions	
⊕ **Longsword** (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +10 vs. AC	
Hit: 6 damage.	
➴ **Short Bow** (weapon) ✦ **At-Will**	
Attack: Ranged 15 (one creature); +10 vs. AC	
Hit: 6 damage.	
Move Actions	
Flanking Step ✦ **At-Will**	
Effect: The prowler shifts up to 2 squares.	
Skills Stealth +10	
Str 14 (+4) **Dex** 16 (+5) **Wis** 12 (+3)	
Con 12 (+3) **Int** 10 (+2) **Cha** 10 (+2)	
Alignment unaligned **Languages** Common	
Equipment leather armor, longsword, shortbow, 30 arrows	

Conclusion

After the characters defeat Sir Tyros and his bandits, they can investigate the wagon. In addition to the taxes that had been collected before it was seized, the wagon has been serving the brigands as a mobile vault. It contains 1,500 sp, 300 gp, three gems (100 gp each), one art object (250 gp), and two common or uncommon magic items of the party's level + 1d4. The total comprises about five treasures for a 5th-level party.

This loot is quite a haul. The characters can learn that the majority of it was stolen from innocent victims or is tax money that belongs to the local government. They can keep the treasure or try to return it to its rightful owners. If they choose the latter option, they receive a reward from the authorities for dispersing or killing the bandits. If monetary, this reward is one-half the value of the goods on the tax wagon.

If you decide it's appropriate, this good deed could also garner the party the reward for a 5th-level major quest (200 XP per character).

Expanding the Adventure

This side trek can lead to further adventures. Each of these suggestions assumes that Sir Tyros was part of a much larger group of bandits operating in the area.

Bandit Tricks: Sir Tyros's tax wagon ruse was only one of many such scams run by bandits in the area. Groups of brigands are posing as traveling merchants, monks on pilgrimage, and even troupes of wandering bards to lure victims. After the characters report Sir Tyros's activities, the authorities ask them to seek out and put a stop to these other lethal charades.

Rightful Inheritance: One of the items on the tax wagon belonged to a local lord who fell prey to the bandits. The lord's signet ring is not among the stolen items, however. Perhaps it is still on the lord's finger, and he is alive. The lord's heir wants the ring back, whether by rescuing the lord, or finding and returning his body along with the signet ring.

Steel Triangle: Sir Tyros was one of three villainous hedge knights who called themselves the Steel Triangle. Each of them attracted a group of cutthroats, and they have made local roads nearly impassable. The authorities ask the party to seek out the remaining two brigands and put them down.

About the Author

Aeryn "Blackdirge" Rudel is a writer, editor, and game designer who has worked in the gaming industry since 2005. His recent RPG credits include the *Dungeon* adventures "The Vault of Darom Madar" (Issue #181) and "Heart of the Scar" (Issue #197), as well as *Blackdirge's Dungeon Denizens* and the *Critter Cache* series from Goodman Games. Aeryn lives in Seattle, Washington, with his wife Melissa.

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The Ecology of the Vegepygmy

By Teos Abadia

Illustration by Nicole Cardiff

Five brave heroes went forth to examine the disturbance that had spawned so many fell beasts. Only Eswen returned, and she nearly insane. Accompanying her was a short creature most strange, made of plant and too primitive to speak. It watched over her, but on the day Eswen finally passed, it departed into the Dim Forest. It was never seen again.

– From the records of Yuleth,
Servant of Azmekidom, Grand Duchy of Geoff

A plant creature that shuns civilized lands, the vegepygmy is often incomprehensible to other sentient beings. The creatures' diminutive size, bizarre appearance, and crude ways belie a vicious nature—as well as the ability of vegepygmies to forever change those who meet them.

Origins

Some sages claim that vegepygmies are spawned when shooting stars or comets crash down from the skies. Such celestial events have caused some to speculate that vegepygmies are divine in origin, sent by the gods to serve some purpose. Many scholars disagree with this theory, since no divination magic has been able to link these creatures to any deity. Those who are aware of the existence of spelljammers (*Manual of the Planes*, pages 20 and 159) postulate that the fiery crash of one of these plane-shifting vessels sometimes brings vegepygmies to a world.

The first recorded appearance of vegepygmies coincides with a long-ago cometfall. Many previously unknown creatures were observed in the vicinity, lending credibility to theories of an extraplanar origin. How the creatures survive such cataclysmic events is unknown.

Environment

Regardless of origin, a tribe of vegepygmies splits and migrates from its initial location after reaching sufficient size. Each group travels to a safe place that can support its numbers, settling in a moist cavern near the surface, a wet forest, or, more rarely, a swamp. This process continues indefinitely, with the tribe splitting and some individuals moving on whenever it becomes too large for its current location.

Migrations are conducted in secret, under cover of darkness, in dense forests, or below ground. A migrating tribe never travels close to civilized areas. Each migration is as short in distance as possible. The creatures seek only a suitable food supply and proper shelter, while being able to avoid dangerous creatures (including other humanoids).

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VEGEPYGMY HISTORY

The vegepygmy first appeared in Gary Gygax's classic AD&D adventure, S3 *Expedition to the Barrier Peaks*. The adventure's premise was that a spaceship crash-landed in the Duchy of Geoff, in the World of Greyhawk® campaign setting. The spaceship was a section of a much larger vessel, cast off decades earlier in hopes of preventing the spread of a deadly plague. Though the crew perished and the plague died out, a large number of alien creatures and robots remained at the crash site. Many new monsters were introduced for the first time in this adventure, the vegepygmy being one of the most memorable.

Vegepygmies sprang from the remains of humans and other creatures altered by radiation (and radioactive russet mold). Hordes of the creatures in two different tribes awaited explorers. Their chieftains were formidable opponents, especially because they wielded alien technology.

The vegepygmy (or mold man) was later an entry in the original AD&D *Monster Manual II* and in the 2nd Edition *Monstrous Compendium*. Before this article, the latest incarnation of the vegepygmy appeared in the *Famine in Far-Go*™ expansion for the D&D® Gamma World™ *Role-playing Game*.

Physiology

Vegepygmies are humanoid in shape and vary in height from 2 feet to 4½ feet. Their muscular frames are tightly covered with skin consisting of plant matter. A vegepygmy's face has a large wrinkled mouth with pursed lips, and its large, lidless, oval-shaped eyes gather light remarkably well. A subtle ridge replaces the nose and is sometimes missing altogether. Thin, long leaves and tendrils resembling hair cover the shoulders and arms, hang from the abdomen, and are gathered into a topknot on the creature's head. The tendrils wave strangely, as if moved by an unfelt wind. Vegepygmies' hands are relatively strong and end in hard, thornlike claws.

Some individuals have mottled gray skin with black tendrils, and others feature splotches of green color and brown tendrils. These distinct colorations separate vegepygmies into tribes and generally dictate their habitat. Gray-black vegepygmies live underground, while green-brown ones inhabit forests. A vegepygmy's coloration matches its favored terrain, making it all but invisible to potential prey.

The creatures are completely unharmed by lightning, which passes through them and dissipates within the ground. As plant creatures with primitive brains, vegepygmies are also not susceptible to charm effects.

Reproduction

Vegepygmies lack gender and have no obvious reproductive organs. Instead, they reproduce much as some plants do. The larger ones split in half when they die, creating new individuals that are similar to the original but smaller. This process seems to hand down memories from previous generations, helping to create a more cohesive tribe.

Some vegepygmies release clouds of rust-colored spores, which give rise to the hazardous terrain known as russet mold (see below). This spore production increases during certain periods, creating patches of russet mold throughout the tribe's lair.

A living nonplant creature that comes into contact with or inhales the spores can become infected, slowly transforming into plantlike material. This is a painful process, weakening and draining the creature until it dies, giving rise to a new vegepygmy.

Russet Mold

Vegepygmy spores released into the air eventually settle to form a rust-colored patch with a lumpy texture resembling that of cold porridge. The surface is covered in wispy growths that move in the wind and discharge more spores into the air. A successful DC 15 Dungeoneering or Nature check allows a character to identify russet mold.

Effect: Any nonplant creature that starts its turn in a square of russet mold must make a saving throw at the end of the encounter. If the saving throw fails, the target contracts russet mold contagion (stage 1).

If a square of russet mold takes any acid damage or radiant damage, it is destroyed. The Cure Disease ritual also destroys russet mold. Divide the result of the Heal check made for the ritual by 5 to determine the number of squares cleared (minimum 1 square). The affected squares must be within 10 squares of the ritual's performer.

Russet Mold Contagion **Level 5 Disease**

Those infected sprout red-brown mold that transforms tissue into plant matter. A victim's death gives rise to a plant creature known as a vegepygmy.

Stage 0: The target recovers from the disease.

Stage 1: While affected by stage 1, the target exhibits patches of red-brown mold and tendrils over 10 percent of the body, and the target loses a healing surge.

Stage 2: While affected by stage 2, the target's skin becomes green or brown, resembling plant matter. The target loses two healing surges and takes a –2 penalty to AC, Fortitude, and Will.

Stage 3: While affected by stage 3, the target's skin is altered as in stage 2, and its hair changes to resemble plantlike tendrils. The target loses all healing surges, cannot regain hit points, and takes a –2 penalty to AC, Fortitude, Will, and Constitution-based ability and skill checks. The target still makes Endurance checks against the disease, but the stage cannot decrease even on a successful check. If the target dies while at this stage, a vegepygmy hunter (see below) emerges in its former space.

Check: At the end of each extended rest, the target makes an Endurance check.

10 or Lower: The stage of the disease increases by 1. If at stage 3, the target dies.

11–14: No change.

15 or Higher: The stage of the disease decreases by 1.

A vegepygmy that comes to life in this way from an adventurer's corpse usually retains none of that character's memories, and it is likely to flee from the others. However, you can modify this situation to suit your campaign. The new vegepygmy could recognize its former companions and bond with the party. At your discretion, it might even be able to speak.

Behavior and Culture

Vegepygmies demonstrate minimal intelligence. Their primitive culture revolves around finding food and growing the tribe. The creatures care little for the quality of food—they eat meat and plant matter alike, even if it is raw or going to rot. A tribe is highly aggressive and territorial, even turning against another tribe when food supplies dwindle.

Tribal Roles

Vegepygmies live in tribes consisting of thirty to fifty individuals. Once a tribe's population exceeds this range, it splits into two groups, with at least one migrating to a new home. A given tribe has a single chief, always the largest member, that usually lives alone and claims any treasure the tribe finds. Subchiefs or a shamanic witch doctor sometimes help the chief impose order. Hunters and scavengers supply the tribe's food.

Hunters set up ambushes to secure fresh meat. They also coordinate the tribe's defenses and conduct raids against strong foes. Hunters create simple wooden or stone weapons such as clubs, axes, spears, and javelins. Scavengers search for decomposed matter to use as fertilizer for the edible moss and fungi they grow. They also collect carrion to supplement the tribe's diet. Scavengers seldom use weapons, preferring their thorny claws.

Regardless of station, all vegepygmies hold as sacred the duty of expanding the tribe through their death. They celebrate ancestors who have given rise to many generations of tribe members, and they shun individuals that refuse to offer their lives and help the tribe grow.

Coloration

The variety in vegepygmy coloration seems to correlate with several cultural and ecological differences, likely due to distinctive qualities of the preferred habitat for each group.

Green-brown vegepygmies favor forest habitats and are primarily carnivorous. They generally ally with thornies (see "Enemies and Allies") and are slightly more aggressive than other vegepygmies. A tribe with this coloration has a larger population of hunters.

Gray-black vegepygmies live predominantly underground, are primarily vegetarian, and associate with fungi as both crops and allies (especially shriekers; see below). They are slightly less violent than green-brown vegepygmies, and a tribe usually contains a large number of scavengers.

Tribes of different colorations rely on different resources and are less likely to compete against each other. Thus, they can live in the same area and might unite against a common foe.

Communication

Having only a rudimentary vocal apparatus, most vegepygmies lack the ability to speak. They issue sharp grunts only out of great urgency, fear, or rage. Most of the time they communicate through a system of chest thumps and slaps.

Some evidence suggests that vegepygmies can learn a language. Scraps of metal bearing strange inscriptions have been found in some tribes' treasure pits. Perhaps the creatures lost the ability to use language long ago but could regain it through ancestral memories passed on during the reproductive process.

The members of the tribe most likely to have the ability to speak are the chief and the witch doctor.

Religion

Vegepygmies' religious practices are centered on certain objects that are considered to be sacred relics. Some of these relics are made of unknown materials, and a few are dangerous weapons. No one knows what gods or ancient powers might have created these items, but they seem to be fickle: The sacred relics have led to the death of many a chief.

Encounters

Whether it is located underground or in a dark forest, a vegepygmy lair is well guarded by shriekers, traps, or patrols of trained beasts such as thornies. Vegepygmies are cunning creatures and favor defensible positions; for example, a group of hunters might occupy higher ground overlooking a narrow approach lined with shriekers. Alliances with myconids and other plant creatures add diversity to encounters, and cloudspore terrain (*Dungeon Master's Guide*, page 67) can make things difficult for adventurers.

Within the lair, large numbers of vegepygmies inhabit a series of common areas and dwelling spaces. Part of the challenge in dealing with these communities is to prevent vegepygmies in several areas from joining the fight. An assault on such a complex might require the party to retreat and rest between attacks. Of course, the vegepygmies can use that opportunity to move shriekers, place new traps, and otherwise confound returning adventurers.

Customizing Vegepygmies

For greater variety, consider modifying vegepygmies with monster themes, found in *Dungeon Master's Guide 2*. The Feywild Denizen theme is a good choice for vegepygmies that are descended from or linked to the fey realms. The Those Who Hear theme adds a sense of alien weirdness.

If you'd like a classic *Barrier Peaks* feel, you can equip the tribe's primary members with ancient relics, such as a *laser pistol* or a *confusion ray*. You can find statistics for such technological devices in the *Bazaar of the Bizarre* article "Thingamajigs of the Barrier Peaks" in this month's *Dragon* (#410). A vegepygmy carrying such a relic can use the item's powers, and often does so carelessly.

Be careful when introducing such items—they can tip the balance in favor of the monsters. A simple solution is to have the device cease to work for the vegepygmy after one use. Then you can still include the item in the tribe's treasure for the adventurers to use at their own risk.

Vegepygmy Scavenger **Level 4 Minion Brute**
Small natural humanoid (plant) XP 44

HP 1; a missed attack never damages a minion. **Initiative** +5
AC 16, **Fortitude** 15, **Reflex** 16, **Will** 14 **Perception** +3
Speed 6 (forest walk) Low-light vision
Immune charm, lightning

Traits

Adaptive Coloration
If it has partial concealment, the scavenger can make a Stealth check to become hidden.

Standard Actions

⊕ **Claws** ✦ **At-Will**
Attack: Melee 1 (one creature); +9 vs. AC
Hit: 7 damage.

Triggered Actions

✧ **Russet Mold Spores** (poison, zone) ✦ **Encounter**
Trigger: The scavenger drops to 0 hit points.
Attack (No Action): Close burst 1 (nonplant creatures in the burst); +7 vs. Fortitude
Hit: 5 poison damage.
Effect: The burst creates a zone of russet mold terrain.

Skills Stealth +10

Str 14 (+4)	**Dex** 16 (+5)	**Wis** 12 (+3)
Con 13 (+3)	**Int** 5 (-1)	**Cha** 7 (+0)

Alignment unaligned **Languages** –

Vegepygmy Hunter **Level 4 Brute**
Small natural humanoid (plant) XP 175

HP 63; **Bloodied** 31 **Initiative** +6
AC 16, **Fortitude** 16, **Reflex** 17, **Will** 15 **Perception** +4
Speed 6 (forest walk) Low-light vision
Immune charm, lightning

Traits

Adaptive Coloration
If it has partial concealment, the hunter can make a Stealth check to become hidden.

Standard Actions

Handaxe (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +9 vs. AC
Hit: 3d6 + 4 damage.

Handaxe (weapon) ✦ **At-Will**
Attack: Range 10 (one creature); +9 vs. AC
Hit: 2d6 + 6 damage, and the target falls prone.

Triggered Actions

Vegepygmy Fission ✦ **Encounter**
Trigger: The hunter drops to 0 hit points.
Effect (No Action): One vegepygmy scavenger appears in the hunter's former space. This scavenger is worth 0 XP, and it acts on the hunter's initiative count.

Skills Athletics +10, Stealth +11
Str 16 (+5) **Dex** 18 (+6) **Wis** 14 (+4)
Con 13 (+3) **Int** 6 (+0) **Cha** 8 (+1)
Alignment unaligned **Languages** –
Equipment 3 handaxes

Vegepygmy Chief **Level 6 Brute (Leader)**
Small natural humanoid (plant) XP 250

HP 85; **Bloodied** 42 **Initiative** +6
AC 18, **Fortitude** 19, **Reflex** 18, **Will** 18 **Perception** +11
Speed 6 (forest walk) Low-light vision
Immune charm, lightning

Traits

Tribal Fury ✦ **Aura** 2
Plant allies in the aura gain a +2 bonus to damage rolls.

Adaptive Coloration
If it has partial concealment, the chief can make a Stealth check to become hidden.

Standard Actions

Spear (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +11 vs. AC
Hit: 2d8 + 8 damage.

Minor Actions

Commanding Chest Thump ✦ **Recharge** ⚄ ⚅
Effect: Close burst 2 (one minion plant ally in the burst); the target can make a basic attack or charge as a free action.

Triggered Actions

Chest Tendril Riposte ✦ **Recharge** when first bloodied
Trigger: An enemy adjacent to the chief hits it with an attack.
Attack (Immediate Interrupt): Melee 1 (the triggering enemy); +9 vs. Fortitude
Hit: 2d6 + 7 damage, and the chief pushes the target up to 2 squares.

Recolonize (poison, zone) ✦ **Encounter**
Trigger: The chief is first bloodied.
Attack (No Action): Close burst 1 (nonplant creatures in the burst); +9 vs. Fortitude
Hit: 2d8 + 7 poison damage, and the target is immobilized (save ends).
Effect: The burst creates a zone of russet mold terrain.

Skills Athletics +12, Stealth +11
Str 18 (+7) **Dex** 16 (+6) **Wis** 16 (+6)
Con 15 (+5) **Int** 7 (+1) **Cha** 10 (+3)
Alignment unaligned **Languages** –
Equipment spear

Vegepygmy Witch Doctor **Level 5 Controller**
Small natural humanoid (plant) XP 200

HP 65; **Bloodied** 32 **Initiative** +4
AC 19, **Fortitude** 17, **Reflex** 16, **Will** 18 **Perception** +6
Speed 6 (forest walk) Low-light vision
Immune charm, lightning

Traits

Adaptive Coloration
If it has partial concealment, the witch doctor can make a Stealth check to become hidden.

Standard Actions

Spear (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +10 vs. AC
Hit: 2d8 + 4 damage, and the target falls prone.

Grasping Vine ✦ **At-Will**
Attack: Ranged 10 (one creature); +8 vs. Reflex
Hit: 2d6 + 6 damage, and the target is slowed (save ends).

Rampant Growth (poison) ✦ **Encounter**
Attack: Area burst 1 within 10 (enemies in the burst); +8 vs. Fortitude
Hit: 1d10 + 3 damage, and ongoing 5 poison damage and the target is immobilized (save ends both).
Miss: Half damage, and the target is slowed (save ends).

Minor Actions

Verdant Command ✦ **Encounter**
Effect: Ranged 10 (one nonminion plant ally or two minion plant allies); the target can shift 1 square and make a basic attack as a free action.

Triggered Actions

Vegepygmy Fission ✦ **Encounter**
Trigger: The witch doctor drops to 0 hit points.
Effect (No Action): One vegepygmy scavenger appears in the witch doctor's former space. This scavenger is worth 0 XP, and it acts on the witch doctor's initiative count.

Skills Athletics +8, Nature +11, Stealth +9
Str 12 (+3) **Dex** 14 (+4) **Wis** 18 (+6)
Con 17 (+5) **Int** 8 (+1) **Cha** 8 (+1)
Alignment unaligned **Languages** –
Equipment spear, totem

Tactics

Vegepygmy scavengers are completely dedicated to the tribe. They charge into combat, knowing that their deaths will give rise to more of their kind, and position themselves next to as many foes as possible.

Hunters also realize their time is short. They hit as hard and as often as they can. They often patrol with thornies (see below), trying to maneuver enemies adjacent to those beast companions whenever possible.

A vegepygmy chief maneuvers on the battlefield to keep as many allies as possible in its aura. Once it is close to becoming bloodied, the chief moves into the midst of the fight to make the best use of its *recolonize* power.

A witch doctor tries to stay out of melee, hindering as many enemies as possible with *rampant growth*, then directing its allies to attack.

Noncombat Solutions

Vegepygmies are feral creatures, but they aren't evil. Adventurers who take the time to try to communicate, even during combat, can find the vegepygmies willing to avoid or cease combat—especially if the characters show mastery over or respect for plants. The Bloom ritual (*Player's Handbook 2*, page 213) can have a positive effect on negotiations, as can powers that create plant life. Communication is a challenge, though, because vegepygmies typically lack language. Pantomime can be a fun roleplaying solution for patient players.

Enemies and Allies

Vegepygmies prey on any living creatures that seem weak but hide from those that seem dangerous. Food scarcity can make them more aggressive, and they might attack tougher foes during such lean times. Vegepygmies display a strange combination of fear and fascination in the presence of humans but might still attack them when conditions are favorable.

Vegepygmies especially hate twig blights (*Monster Vault™: Threats to the Nentir Vale™*, page 108). The corrupt spread of the twig blights conflicts with the vicious expansionism of the vegepygmies, and the creatures attack each other on sight.

Vegepygmies and myconids form alliances at times. The fungus folk see vegepygmies as foreign and less enlightened, though, so such alliances rarely last.

Shriekers

Shriekers are mushrooms, 4 to 7 feet in height, that live underground or in very dark forests. Multihued stalks of pink, green, white, or red stand on large pale pink or green root-feet, and support caps marked by round, cuplike depressions. Shriekers can move about slowly, but they generally do so only when seeking a patch of detritus to consume through their root-feet. They settle near other dangerous plants to enhance their food supply.

The cuplike depressions on a shrieker's cap are ringed by receptors sensitive to sound and light. In addition, its roots are adept at sensing vibrations. When a shrieker detects an approaching foe, it generates a piercing noise through the cuplike structures. Vegepygmies raise shriekers for this ability, using them as living alarms.

A character can try to calm a shrieker by making a hard Nature check. On a success, the shrieker remains quiet while that character and his or her allies are nearby, as long as they take no violent action. A character can try to train a shrieker by calming it every day for a week. At the end of that time, the shrieker considers that character an ally.

Shrieker spores can be used to replace components in plant-related potions and rituals, just like *residuum*. You can place them as treasure harvested from slain shriekers.

Shrieker	**Level 4 Lurker**
Medium natural beast (blind, plant)	XP 175
HP 40; **Bloodied** 20	**Initiative** -1
AC 18, **Fortitude** 15, **Reflex** 14, **Will** 15	**Perception** +2
Speed 1 (cannot shift or run)	Blindsight 5
Immune blinded, charm, gaze, illusion, poison	
Traits	
Plant Form	
Until the shrieker takes an action, a creature must succeed on a DC 21 Dungeoneering or Nature check to recognize the shrieker is a creature.	
Standard Actions	
⊗ **Shriek** (thunder) ✦ **At-Will**	
Attack: Close burst 2 (nonplant creatures in the burst); +7 vs. Fortitude	
Hit: 2d6 + 2 thunder damage.	
Triggered Actions	
Shrieking Alarm ✦ **At-Will**	
Trigger: A nonplant creature ends its turn within 5 squares of the shrieker without succeeding on a DC 14 Stealth check.	
Effect (Free Action): The shrieker emits a loud shriek that can be heard by all nondeafened creatures within 20 squares of it.	
Str 4 (-1) **Dex** 5 (-1) **Wis** 10 (+2)	
Con 10 (+2) **Int** 1 (-3) **Cha** 1 (-3)	
Alignment unaligned **Languages** –	

Thornies

A thorny is a four-legged plant similar in appearance to a dog. Vegepygmies train thornies as guards, hunting companions, and sometimes mounts. A thorny's hide is as hard as bark and rises into interlocking spiny ridges. Thornlike teeth fill its wide mouth.

Thornies produce seeds periodically. When planted in the ground, each seed gives rise to a tree with spined buds. If the tree is properly fertilized, the buds open to release Small thornies that quickly grow to adult size.

A thorny tries to grab a character who looks puny (such as a ranged leader or spellcaster). It then uses *roll over*, moving to catch the most enemies in its *thorns* aura while it grabs another target.

Thorny	**Level 4 Soldier**
Medium natural beast (mount, plant)	XP 175
HP 55; **Bloodied** 27	**Initiative** +6
AC 20, **Fortitude** 17, **Reflex** 16, **Will** 15	**Perception** +8
Speed 6 (forest walk)	Low-light vision
Immune charm, lightning	

Traits

Thorns ✦ Aura 1
Any enemy that shifts in the aura takes 5 damage.

Spiked Hide
Any enemy that grabs the thorny or sustains a grab on it takes 5 damage.

Standard Actions

Bite ✦ At-Will
Attack: Melee 1 (one creature); +9 vs. AC
Hit: 2d6 + 5 damage, and the target is grabbed (escape DC 14). While the thorny has a target grabbed, it can use *bite* only against that target.

Move Actions

Roll Over ✦ Recharge when first bloodied
Attack: Melee 1 (one creature grabbed by the thorny); +7 vs. Fortitude
Hit: 2d8 + 4 damage, and the thorny moves up to its speed. The target remains grabbed in a space of the thorny's choice adjacent to the thorny. This movement does not provoke an opportunity attack from the grabbed creature.
Miss: Half damage, and the grab ends.

Triggered Actions

Passing Slash (mount) **✦ At-Will**
Trigger: The thorny's rider hits an enemy with a melee attack.
Effect (Free Action): The enemy takes 1d6 extra damage.

Str 18 (+6)	**Dex** 15 (+4)	**Wis** 12 (+3)
Con 15 (+4)	**Int** 2 (-2)	**Cha** 7 (+0)

Alignment unaligned **Languages** –

Gul'gek

Sometimes a vegepygmy acquires the gift of ancient memories. The recipient experiences difficulty as it attempts to assimilate vague and crowded impressions of peoples of incomprehensibly different abilities and cultures. For the vegepygmy witch doctor known as Gul'gek, this gift manifests as a deep reverence for the ancients, some ability with the Common tongue, and a favorable disposition toward humans, who resemble the ancients. The witch doctor also reveres nature and seeks to protect natural creatures.

Gul'gek aspires to become chief, but its attempts to earn respect are almost comical. It tries very hard to be worthy and does its best to teach others about the ancients. Gul'gek ultimately wants to find out what happened to the "old ones" and to reclaim their power, believing that all magic items come from the ancients.

Statistics for Gul'gek as a companion character are included here. (Rules for companion characters are in *Dungeon Master's Guide 2*.) You can introduce the witch doctor as an advisor to a vegepygmy chief that surrenders once the chief has been defeated. Even if the characters kill Gul'gek, it could rise again at the end of the encounter, suggesting that interaction with this creature could be worthwhile.

Gul'gek might join the party as a useful companion during noncombat situations. It speaks Common, so it's an ideal negotiator during interactions between the party and the tribe. Alternatively, perhaps Gul'gek is a revered hermit whose location is revealed by other vegepygmies to the characters only through effective roleplaying.

Rituals

Gul'gek is a ritual caster. It can perform the Cure Disease ritual (*Player's Handbook*, page 303) if provided with the necessary ritual components. The witch doctor also knows the Bloom ritual, which it can perform once per day without the need for components.

Gul'gek, Vegepygmy Companion	**Level 6 Leader**
Small natural humanoid (plant)	
HP 54; **Bloodied** 27; **Healing Surges** 10	**Initiative** +5
AC 21, **Fortitude** 19, **Reflex** 18, **Will** 20	**Perception** +7
Speed 6 (forest walk)	Low-light vision
Immune charm, lightning	

Traits

Adaptive Coloration
If it has partial concealment, Gul'gek can make a Stealth check to become hidden.

Standard Actions

Spear (weapon) **✦ At-Will**
Attack: Melee 1 (one creature); +12 vs. AC
Hit: 1d8 + 7 damage, and the target falls prone.

Grasping Vine ✦ At-Will
Attack: Ranged 10 (one creature); +10 vs. Reflex
Hit: 1d8 + 7 damage, and the target is slowed (save ends).

Rampant Growth (poison) **✦ Encounter**
Attack: Area burst 1 within 10 (enemies in the burst); +10 vs. Fortitude
Hit: 1d6 + 7 damage, and ongoing 5 poison damage and the target is immobilized (save ends both).
Miss: Half damage, and the target is slowed (save ends).

Minor Actions

Healing Spores (healing) **✦ 2/Encounter** (1/round)
Effect: Close burst 5 (Gul'gek or one ally in the burst); the target can spend a healing surge.

Verdant Inspiration ✦ Encounter
Effect: Ranged 10 (one ally); the target shifts 1 square and uses an at-will attack power as a free action.

Triggered Actions

Seed of Fate (poison) **✦ Daily**
Trigger: Gul'gek dies.
Attack (No Action): Ranged 5 (one enemy); +10 vs. Fortitude
Hit: 1d6 + 7 poison damage. At the end of the encounter, the target, alive or dead, must make a saving throw. On a failure, a living target contracts russet mold contagion (stage 1). If the target dies of the disease, Gul'gek emerges from the remains instead of a vegepygmy hunter. On a failure, a dead target's body is destroyed, and Gul'gek emerges from the remains with 13 hit points.

Skills Athletics +9, Nature +12, Stealth +10

Str 12 (+4)	**Dex** 14 (+5)	**Wis** 18 (+7)
Con 17 (+6)	**Int** 8 (+2)	**Cha** 8 (+2)

Alignment unaligned **Languages** Common
Equipment spear, totem

About the Author

Teos Abadia is an administrator, developer, and author for the *Ashes of Athas* organized play campaign, set in the Dark Sun® campaign setting. A frequent contributor to a variety of organized play campaigns, and more devoted to Athas than most druids, Teos's musings are available on his Dungeons & Dragons® Community blog and on Twitter (@Alphastream).

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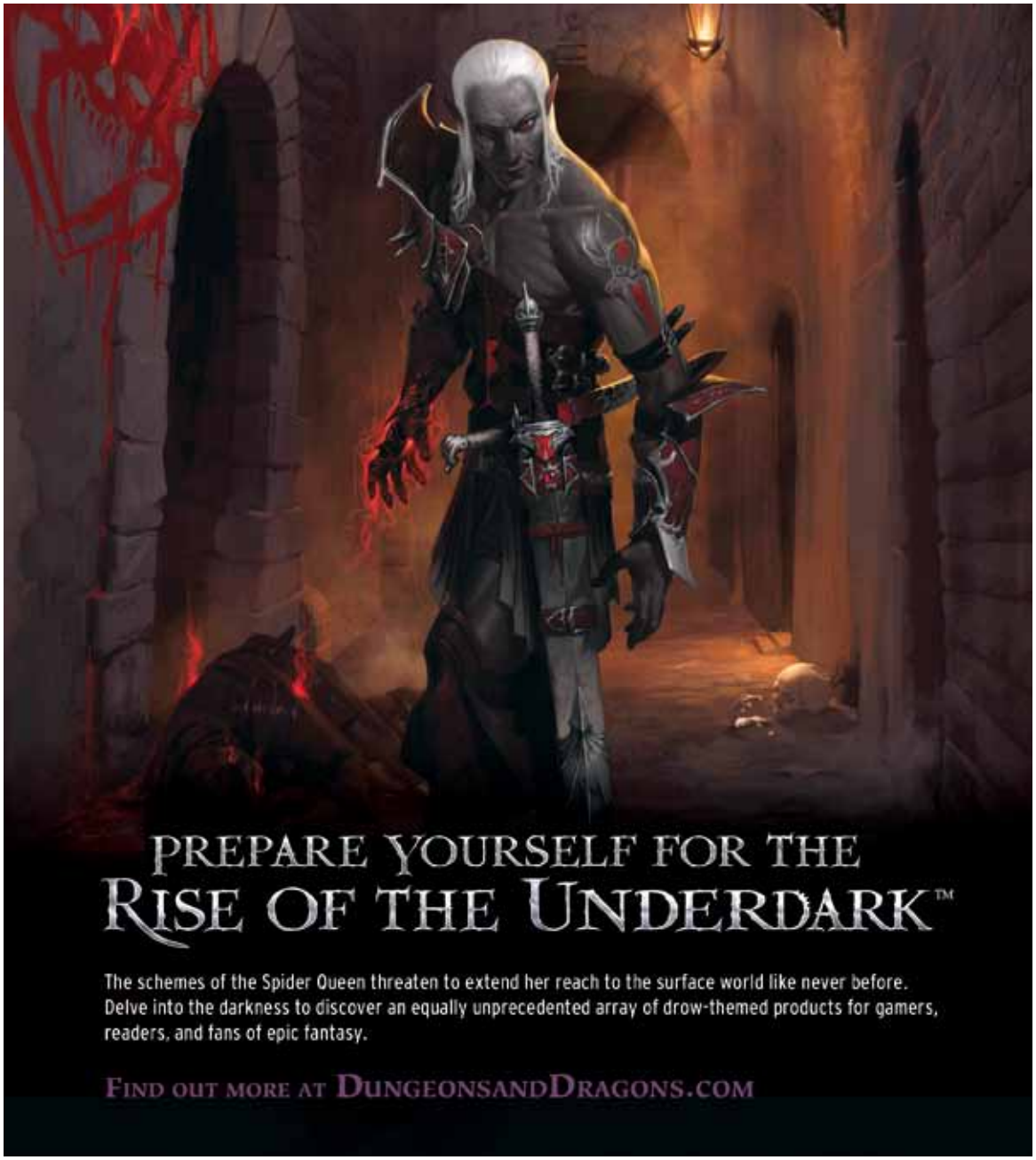
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Trobriand's Machinations

By Philippe-Antoine Ménard

Illustrations by Christopher Burdett and Jorge Lacera

My patience grows thin. The death of my old master seems to have been one of many harbingers that foretold this decade-long unraveling of the Weave. All this grows painfully tedious since it interferes with my precious work.

Every day I'm reminded of how easy it was to lose precious time dealing with these failures of flesh and bone. I have since abandoned my original plans and left this now-useless academy to fend for itself. . . .

. . . As I sense the Weave stabilize, I have found a way to isolate the flow of arcane energy that fuels and controls my creations in such a way that they will function without external loci . . .

—Research notes attributed to Trobriand, allegedly dated between DR 1390 and 1395

Trobriand was among Halaster's original apprentices—one of the Seven, as legends called them. At times working with or against their master and often against each other, the Seven contributed to carving out Undermountain as well as the expansive dungeon underneath Mount Waterdeep.

Trobriand, known as the Metal Mage, was feared for his arcane construct designs. His creations have marked centuries of Toril's history, yet the Metal Mage was never satisfied in his pursuit of crafted perfection, so he kept creating more. In the decades leading to the Spellplague, the Metal Mage was hard at work on a series of designs based on arachnid and crustacean forms. Out of those arose the scaladars, scorpion-shaped machines made of iron and steel that have viciously deadly weapons on their stingers. Many scaladars were released throughout the Realms and beyond, thanks to the various portals linking Undermountain to other planes of existences. To this day, scaladars are associated with Trobriand's infamous craft.

Before the Spellplague, Trobriand and Muiral the Misshapen, another of Halaster's apprentices, left the madness-inducing depths of Undermountain to establish an arcane academy in the upper levels of the dungeon. Calling themselves Halaster's Heirs, they took on several spellcasters who sought to study the darkest of arts. Shortly after the death of Halaster, the Metal Mage worked out a plan to take control of the totality of the upper levels of Undermountain. Then the Spellplague occurred.

The Spellplague

The original academy set up by Halaster's Heirs didn't survive the Spellplague, and neither did Trobriand's plans after he disappeared from sight. Most now believe, nearly a century later, that Trobriand died during a desperate ritual performed by his master to save his underground domain. Only recently discovered shreds of documents recovered from abandoned laboratories in the deeper levels of Undermountain hint otherwise.

In terms of Trobriand's creations, the Spellplague caused several of Toril's arcane constructs to either shut down or react violently, sending many of them, including those crafted by Trobriand, careening out of their creator's control. Some wizards who specialized in creating mechanical automatons reactivated

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a few salvaged models after magic again stabilized. They found it to be very difficult, if not downright impossible, to control most of the Metal Mage's creations, however. In the following years, some chose to adapt or copy Trobriand's lesser designs instead of dealing with the chaos that came out of reactivating existing constructs.

Among the many new mechanical creatures that have appeared in the last few years, some horrifying automatons have emerged. New models of mechanical arachnids include scaladars and spiderlike machines that threaten any who come near them, and rumors describe the existence of a flying metal beholder. This new generation of steel and iron constructs goes beyond whatever the Metal Mage or his apprentices ever created—so much so that among arcane circles, some have started to whisper that Trobriand might still be active, unleashing newer and deadlier designs into the world.

Trobriand in Your Campaign

Trobriand is a classic figure closely linked to the history of Undermountain. He has been featured in several published products throughout the years as a plotting dark wizard of great power with a tenuous grip on sanity. He has often been portrayed as someone who cares far more for his own creations than for anything alive. Although his whereabouts are currently unknown, you could integrate any aspect of the Metal Mage's history into your campaign, including his possible survival. Thus he could make a great villain or a grudging, if temporary, ally to a party of adventurers

If Trobriand is still active, he might not be alive. The Spellplague has likely hampered whatever enchantments kept him living throughout the centuries. He might have had to turn himself into a form of lich to survive, likely one with several mechanical enhancements. Alternatively, he might have survived with or without the help of mechanical prostheses. In any case, the Metal Mage would have cleared out a lair somewhere in or near Undermountain. It would feature numerous laboratories, libraries, storage vaults, and testing grounds for his new creations.

Whatever form he takes as a foe, he would likely be an upper paragon tier threat. Although he would initially rely on his creations rather than direct confrontation with adventurers, they could eventually track him down into his deeper laboratories and face him.

Alternatively, the Metal Mage could take a more secondary role in a campaign, such as working on a doomsday mechanical weapon commissioned by your campaign's main villain (see the tyrannosphere below). As a backdrop to the main campaign arc, the adventurers might meet various neutral and hostile people who are seeking the rare materials and elements necessary to build such a weapon platform.

Some of Trobriand's former laboratories might still be in use on the upper levels of Undermountain (what's left of the academy) or deeper inside the dungeon. Still-functioning mechanical creatures that show signs of recent maintenance might guard these areas. Thus, former apprentices could occupy these laboratories, or other fledgling but technically adept wizards might be trying to take on the mantle of the master crafter.

Finally, various wizards might seek out lower-level adventurers to hunt down and recover any construct that bears some of Trobriand's genius so that it can be rebuilt or copied. As the heroes explore lost vaults and ruins, they might learn more about the legends of the Metal Mage, including his possible fate in the wake of the Spellplague.

You can also adapt Trobriand and his creations to other D&D® settings. For example, a mad wizard obsessed with metallic automatons could have built extensive workshops, laboratories, and factories right into the walls of a smoldering volcano. Not only could he be churning out mechanical menaces that he unleashes on the surrounding lands, he could also be deploying self-aware constructs, such as evil warforged, in a deranged plan to take over whole worlds.

New Constructs

The following are some recent arcane constructs that have appeared after the Spellplague. Each bears the mark of the Metal Mage's influence but might have been constructed by apprentices or copycats.

Arachnars

Striking at some of the most primal fears of the denizens of the surface world with their nightmarish forms and sizes, these relentless mechanical spiders are constructed of dull and rusting metals, cheap pieces of leather, and wormy wood. The combinations of dark and neutral colors make them harder to spot before they pounce onto their hapless prey.

Many believe these mechanical spiders to be simplified adaptations of Trobriand's scaladars. Possibly constructed by lesser crafters, they are usually made of more common components such as low-grade iron and wood, and strips of heavy cured leather. Hushed stories describe how more complex models made with components of higher quality roam various levels of Undermountain.

Arachnars are sometimes deployed among military units and have appeared under the control of belligerent nobles, bandit lords, and various Underdark conqueror races. Their high mobility and climbing capabilities make them versatile engines of war, and they can serve as scouts and artillery. Like most other constructs, some are also found as guardians of treasure vaults, and other sealed underground areas.

Skittervenom Arachnar

These highly mobile constructs can deliver a blinding poison to sow disarray and confusion among foes.

In combat, they seek out concentrations of foes so that they can use *venom spray* to blind as many as possible. They then adopt hit-and-run tactics to inflict heavy damage on any target suffering the effects of their poison.

Skittervenom Arachnar	**Level 3 Skirmisher**
Medium natural animate (construct)	XP 150
HP 48; **Bloodied** 24	**Initiative** +8
AC 17, **Fortitude** 15, **Reflex** 16, **Will** 13	**Perception** +2
Speed 8, climb 8 (spider climb)	Darkvision
Immune disease, fear, poison	
Traits	
Combat Advantage	
The arachnar's attacks deal 1d6 extra damage against creatures granting combat advantage to it.	
Standard Actions	
Bite (poison) ✦ **At-Will**	
Attack: Melee 1 (one creature); +8 vs. AC	
Hit: 1d6 + 3 damage, and ongoing 5 poison damage (save ends).	
Venom Spray (poison) ✦ **Encounter**	
Attack: Close blast 3 (creatures in the blast); +6 vs. Fortitude	
Hit: 1d6 + 4 poison damage, and the target is blinded (save ends).	
Move Actions	
Evasive Skittering ✦ **At-Will**	
The arachnar shifts up to half its speed.	
Triggered Actions	
Bloodied Burst ✦ **Encounter**	
Trigger: The arachnar is first bloodied.	
Effect (Free Action): Venom spray recharges, and the arachnar uses it.	
Skills Stealth +11	
Str 13 (+2) **Dex** 20 (+6) **Wis** 13 (+2)	
Con 16 (+4) **Int** 1 (-4) **Cha** 3 (-3)	
Alignment unaligned **Languages** –	

Shockweb Arachnar

Quite likely designed as a very effective defensive system to stop the advance of enemies, shockweb arachnars can deploy sheets of electrified web to slow and wear down enemies.

In combat, the shockweb arachnar creates patches of web. As soon as a group of foes comes near one of these patches, the arachnar discharges a powerful electrical pulse that knocks most of its enemies into the web and leaves them dazed.

Shockweb Arachnar	**Level 6 Controller**
Medium natural animate (construct)	XP 250
HP 74; **Bloodied** 37	**Initiative** +6
AC 20, **Fortitude** 19, **Reflex** 18, **Will** 17	**Perception** +10
Speed 8, climb 8 (spider climb)	Darkvision
Immune disease, fear, poison; **Resist** 5 lightning	
Standard Actions	
Bite (lightning) ✦ **At-Will**	
Attack: Melee 1 (one creature); +11 vs. AC	
Hit: 2d8 + 5 lightning damage.	
Lightning Web (lightning, zone) ✦ **Recharge** ⚄ ⁞⁞	
Attack: Area burst 1 within 10 (creatures in the burst); +9 vs. Reflex	
Hit: 2d6 + 4 lightning damage, and the target is immobilized (save ends).	
Effect: The burst creates a zone of difficult terrain that lasts until the start of the arachnar's next turn. Any creature that enters the zone or starts its turn there takes 5 lightning damage (a creature can take this damage only once per turn).	
Shock Pulse (lightning) ✦ **Encounter**	
Attack: Close burst 2 (creatures in the burst); +9 vs. Fortitude	
Hit: 1d10 + 5 lightning damage, the arachnar can push the target 1 square, and the target is dazed (save ends).	
Move Actions	
Lightning Escape (teleportation) ✦ **Encounter**	
Effect: The arachnar teleports up to 8 squares and cannot use *lightning web* for the rest of the encounter.	
Skills Stealth +11	
Str 15 (+5) **Dex** 16 (+6) **Wis** 15 (+5)	
Con 18 (+7) **Int** 1 (-2) **Cha** 3 (-1)	
Alignment unaligned **Languages** –	

Scaladars

Skittering over the broken grounds of battlefield ruins or the damp floor of dark dungeons, these mechanical scorpions walk with the distinctive, bone-chilling sound of thousands of metal plates sliding against each other while bone-crunching pincers snap repeatedly. Scaladars strike terror in those unlucky enough to cross their paths of wanton destruction.

Scaladars have long been Trobriand's favorite and most infamous type of automatons. Throughout the ages, the Metal Mage, as well as his apprentice and those who have worked out his secrets, have built several models ranging in size from that of war dogs to that of adult dragons. Trobriand's best designs featured arcane-reinforced iron frames with several hundred overlapping steel plates covered with protective runes, giving the machines a nearly organic range of movement. Each model features a set of claws strong enough to crush armored foes and a special stinger-mounted arcane weapon specifically designed for the machine's primary function.

Scaladar models are usually deployed for specific missions. Most are used as underground guardians for vaults, sealed tombs, and areas where food sources are scarce. Others are sent out on seek-and-destroy missions, homing in on specific targets for rapid elimination. Some legends mention that scaladars could eat their prey, but that activity has yet to be observed by credible sources.

Shadowclaw Scaladar

With a body composed of black, shadow-infused iron and dark claws that seem to flicker in and out of existence, this horrid creature is a thing of nightmare. Its stinger delivers a potent venom that robs victims of their vital strength.

Shadowclaw Scaladar **Level 8 Brute**
Large natural animate (construct) XP 350

HP 108; **Bloodied** 54 **Initiative** +7
AC 20, **Fortitude** 22, **Reflex** 20, **Will** 20 **Perception** +4
Speed 6 Darkvision
Immune disease, necrotic, poison; **Resist** 2 all

Traits

Empowering Necrosis
When the scaladar is subjected to necrotic damage, its melee attacks deal 2d8 extra necrotic damage until the end of its next turn.

Standard Actions

⊕ **Shadow Claw** (necrotic) ✦ **At-Will**
Attack: Melee 2 (one creature); +11 vs. Reflex
Hit: 1d8 + 8 necrotic damage, or 2d8 + 8 if the target is weakened.

⸸ **Claws and Sting** ✦ **At-Will**
Effect: The scaladar uses *shadow claw* twice. If both attacks hit the same creature, the scaladar makes the following secondary attack.
Attack: Melee 2 (one creature); +13 vs. AC
Hit: The target is weakened until the end of the scaladar's next turn.

Str 20 (+9) **Dex** 17 (+7) **Wis** 10 (+4)
Con 18 (+8) **Int** 1 (-1) **Cha** 8 (+3)
Alignment unaligned **Languages** –

Winged Scaladar

The addition of giant insect wings composed of lightweight, thin sheets of metal set with shards of colored glass makes this scorpion-like construct all the more fearsome. Enhanced flexibility allows this variant's tail to curl downward and strike at enemies beneath it.

Winged Scaladar **Level 6 Skirmisher**
Large natural animate (construct) XP 250

HP 73; **Bloodied** 36 **Initiative** +9
AC 20, **Fortitude** 19, **Reflex** 19, **Will** 17 **Perception** +10
Speed 6, fly 6 Darkvision
Immune disease, lightning, poison; **Resist** 2 all

Traits

Elusive Flyer
The scaladar's flight does not provoke opportunity attacks.

Grounded
The scaladar cannot fly while bloodied.

Lightning Rejuvenation (healing)
Each time the scaladar is subjected to lightning damage, it regains 5 hit points.

Standard Actions

⊕ **Claw** ✦ **At-Will**
Attack: Melee 2 (one creature); +11 vs. AC
Hit: 2d8 + 2 damage, or 2d8 + 8 if the target is granting combat advantage to the scaladar.

⸸ **Sting** (lightning) ✦ **At-Will**
Requirement: The scaladar must be flying.
Attack: Melee 2 (one creature); +11 vs. AC
Hit: 2d12 + 8 lightning damage, and the scaladar flies up to half its fly speed.

Str 18 (+7) **Dex** 18 (+7) **Wis** 15 (+5)
Con 17 (+6) **Int** 1 (-2) **Cha** 10 (+3)
Alignment unaligned **Languages** –

Tyrannosphere

Drifting slowly above smoking ruins, these spheroid engines of pure destruction bristle with barely contained elemental fury and incandescent malevolence shining through many glowing lenses. They are fashioned from plates of the strongest arcane alloys that vary in size, reinforced armor shielding, and paper-thin weaves of steel.

Built to emulate beholders, tyrannospheres are complex constructs whose manufacturing shares some of the secrets of helmed horrors. The amalgams of flexible armor plates and enchanted lenses are instilled with essences of some of the most powerful elemental spirits, thus empowering its devastating ranged arsenal. Rumors about them abound, and most agree that they were likely designed by Trobriand before his disappearance or were fashioned based on plans of his by his most promising apprentice.

The tyrannosphere is a formidable siege engine capable of cutting down enemy legions and leveling towns without getting dented. Only dedicated adventurers stand a chance to take it down, and they can do so only if they work in perfect unison. Each tyrannosphere has several powers that gather and disperse foes and can deal damage in many different ways.

Tyrannosphere **Level 19 Elite Controller**
Large natural animate (construct) XP 4,800

HP 360; **Bloodied** 180 **Initiative** +11
AC 33, **Fortitude** 32, **Reflex** 30, **Will** 31 **Perception** +17
Speed 0, fly 6 (hover) All-around vision, darkvision
Immune disease, fear, poison
Saving Throws +2; **Action Points** 1

Traits

All-Around Vision
Enemies can't gain combat advantage by flanking the tyrannosphere.

Safety Override
The tyrannosphere automatically succeeds on saving throws against effects that stun or dominate.

Standard Actions

⊕ **Shocking Touch** (lightning) ✦ **At-Will**
Attack: Melee 1 (one creature); +24 vs. AC
Hit: 4d8 + 9 lightning damage.

Lens Blast ✦ At-Will
Effect: The tyrannosphere makes one of the following attacks. The attack deals half damage on a miss if the tyrannosphere is bloodied.
1. *Scorching Blast* (fire): Close blast 5 (creatures in the blast); +22 vs. Reflex; 2d6 + 4 fire damage, and ongoing 10 fire damage (save ends).
2. *Freezing Blast* (cold): Close blast 5 (creatures in the blast); +22 vs. Fortitude; 2d12 + 8 cold damage, and the target is slowed (save ends).
3. *Radiant Blast* (radiant): Close blast 5 (creatures in the blast); +22 vs. Fortitude; 2d8 + 8 radiant damage, and the target is blinded (save ends).
4. *Baleful Teleport* (force, teleportation): Close blast 5 (creatures in the blast); +22 vs. Fortitude; 2d10 + 10 force damage, and the tyrannosphere teleports the target up to 5 squares.

Triggered Actions

Focused Fire ✦ At-Will
Trigger: An enemy starts its turn within 5 squares of the tyrannosphere.
Effect (Immediate Reaction): The tyrannosphere slides the triggering enemy up to 5 squares to another square within 5 squares of itself, and it uses a random *lens blast*, including the enemy in the blast.

Str 18 (+13)	**Dex** 14 (+11)	**Wis** 16 (+12)
Con 20 (+14)	**Int** 16 (+12)	**Cha** 18 (+13)

Alignment unaligned **Languages** –

About the Author

Philippe-Antoine Ménard is the RPG blogger known as the Chatty DM. His recent work includes authoring *Dungeon* and *Dragon* articles such as "Temple of the Weeping Goddess" (*Dungeon* 194). He lives in a frozen fortress in the polar wastes of Québec and stays warm by typing his latest mad ideas on his computer.

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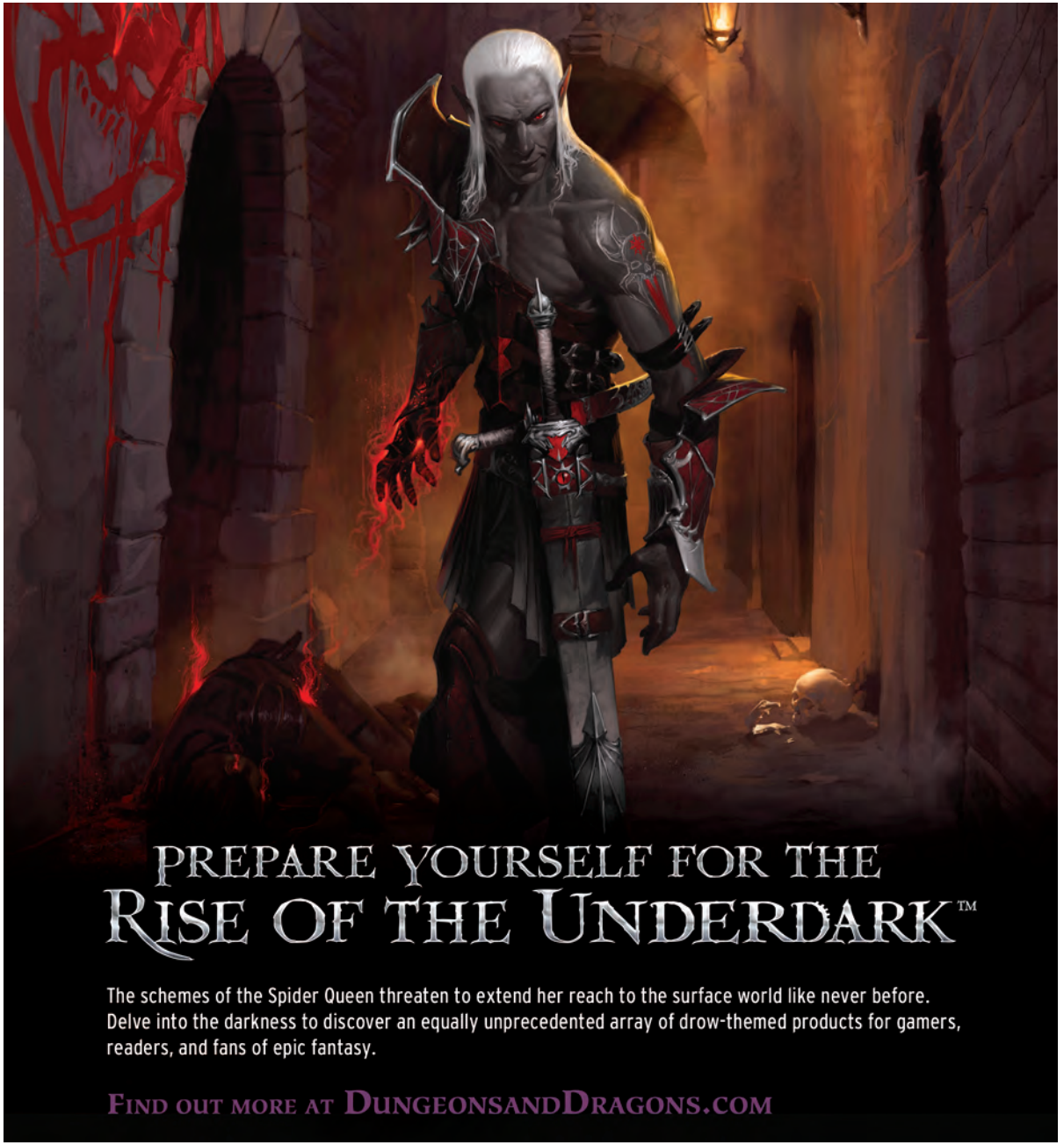
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Tavern Profile:
The Old Skull Inn

By Brian Cortijo

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Although the Twisted Tower of Ashaba is the undisputed seat of power in Shadowdale, for the last century and a half the place of greatest influence in the town has been the Old Skull. Also called the Old Skull Inn or simply the Skull, the inn serves as the not-so-secret gathering place of defenders of the dale, enemies of the Zhentarim interlopers who sought to conquer the area, and bands of adventurers looking to explore Cormanthor or venture into the Underdark. Locals use the Skull as their unofficial town hall, and the inn serves as a rumor mill for many outside the environs of Shadowdale as well as those within it.

Location and Description

Situated where the Shadowdale Trail meets the North Ride and named after the massive granite outcropping in whose shadow it rests, the inn is a haven for adventurers, a center of social activity, and a fine stop for travelers crossing the Dalelands in either direction. Because the inn has good food, reasonable prices, a good staff, and warm beds, many agree that the inn is a quality establishment.

In addition to meals and lodging, the Old Skull offers to stable and shoe horses at its stables (which are separated from the main building to prevent spreading of fires), as well as sell the occasional riding or cart horse.

Despite the general calming of Shadowdale over the last century, the Old Skull sees a fair amount of traffic because it sits on a trade route through the Dalelands. At three stories tall, the Old Skull is one of the larger buildings in Shadowdale, and it is easily recognized due to the light pouring from its taproom windows at night. It is a blocky structure, not lovely or impressive to look at, but it stands against the wind and rain, and that is all its customers ask.

People to Meet

As the center of local life for Shadowdale, the Old Skull sees all manner of visitors. Like any inn or tavern, its taproom has regular patrons and core staff.

The Staff

The Old Skull is run by Ghessla Silvermane, her sons Xurxo, Breigo, and Glaun, and the long-serving staff of the inn.

Ghessla Silvermane: The owner of the Old Skull looks older than forty-nine, her hair having turned a shining silver-gray a full decade ago. She is interested in her family's welfare, the reputation and success of her inn, the well-being of Shadowdale, and little else.

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Ghessla is well aware of the inn's history as a haven for Shadowdale's defenders against the Zhentarim, and she is proud of that history. The eldest Silvermane does her best to preserve the tradition of the Old Skull and its reputation as the beating heart of Shadowdale. She has been keeping a register of possible recruits for the Harpers in the hope that the group will again defend the Dales.

Glaun Silvermane (Cook): All of seventeen, Ghessla's youngest son is the head cook of the Old Skull's kitchen, and he relishes his position. Happiest when standing at a roaring fire and wielding a freshly sharpened knife, Glaun is known for his ability to turn even the least appealing picks of meat into something delicious. When not preparing an ordered meal, Glaun is usually trying to figure out how to get a usable cut of flesh from an animal hunted and donated by one of the patrons, or practicing his knife-throwing.

Xurxo Silvermane (Server): The eldest of the Silvermane boys, Xurxo is responsible for running the family's farms north of the inn, and he spends his days supervising the hired hands. In the evenings, he carries meals to patrons until he grows tired, takes his supper, and heads to bed.

After enduring two seasons of attacks from the hills, he has lost most of his herd to unknown creatures. Xurxo has struggled to maintain the supply for Glaun's kitchen and is secretly supplementing his stores with beef purchased from nearby farmers, who tease him mercilessly about the fine quality of the stew meat. He has been trying to convince his friend Thrad that he should join him in the fields rather than serving at the inn, but thus far has had no success. Xurxo hopes that Thrad will help him look into the disappearance of his livestock, but he keeps a sharp eye for adventuring bands that might be better equipped for the task.

Thrad (Server): Tall, broad-shouldered, and silent, Thrad carries trays and plates from the kitchen and helps drunks get from their tables to their rooms (if they have coin enough to cover the nightly cost), to the stables (if they have some coin, but not enough for a room), or to the door (if they have no money left). The only time he speaks to patrons is when they have failed to pay their bills.

Breigo Silvermane (Hostler and Blacksmith): The middle son of Ghessla's brood is the shrewdest of the bunch, and he has determined that he is better served minding the stables and the small forge than dealing directly with the running of the Old Skull. He arrives in the taproom at dusk each day, watching for arriving guests and offering to stable their horses, or to feed their mounts if they will not be staying.

Lestari (Barmaid): A girl of twenty, Lestari spends her hours at the inn serving drinks cheerfully and with smiles galore. Although the whole staff is protective of her, Thrad in particular watches over her and steps in to assist her as needed—but only at Lestari's request. Otherwise, she handles overly flirtatious patrons herself.

The Regulars

Several folk make the Old Skull their primary gathering place, source of meals, or even home.

Khara Sulwood: The great-granddaughter of the former Lord of Shadowdale, Doust Sulwood, and his wife (and fellow Knight of Myth Drannor), Islif Lurelake, Khara spends many evenings at the Old Skull, watching its inhabitants for opportunities and allies that will help her prove her worth as a future ruler of the dale. Khara does not make any indication of her ambitions, preferring to discuss the history of Shadowdale, the Twisted Tower, or the dale's former drow rulers.

Old Dogsbreath: A lifelong resident of Shadowdale, Old Dogsbreath has earned his name due to poor hygiene and advanced age. With few friends and no means of supporting himself through work, he depends on Ghessla's charity to have a place to sleep and meals to eat. Dogsbreath has a habit of making up tales about dangers he has seen while wandering about the town during the day, but he can seldom be trusted if he is attempting to swindle a better meal than the slop Thrad brings him for supper.

Halvar of the Dales: Gathering, selling, and creating rumors is the sacred duty of Halvar of the Dales. When he can't find caravan guards or traveling merchants willing to share stories of other lands or new discoveries in nearby Cormanthor Forest, he manufactures his own. More than once, Ghessla has had to defend his right to spin his tales, cautioning that fools who pick up dropped coins should not complain that they are false.

Sehir Vugar: Seven days out of every ten, this slim, agreeable-looking man watches for adventurers and other travelers from whom he can purchase "interestingly acquired"—that is, stolen or tomb-looted—goods. This fence does not make much coin, but he does use his softly stated profession as a handy cover for his true role in the dale: He is a Zhentarim spy, gathering information on the town for the Black Network, which has long held Shadowdale as a desired prize. Sehir knows of Ghessla's hatred of the Zhentarim and is seeking a way of leaving the dale before she learns of his affiliation.

ADVENTURES AT THE OLD SKULL

Looking for some adventure around the Old Skull Inn? Want to learn more about Khara Sulwood and the future of Shadowdale? Check out the upcoming season of D&D Encounters™, *Web of the Spider Queen*™, by Logan Bonner, starting May 16 at local gaming stores. For more information about where to find a D&D Encounters game, visit the D&D website.

Things to Do

As with most inns across Toril, the Old Skull depends on rumors, crowd-songs, and games of chance to entertain its guests. Singers, musicians, and tale-tellers who visit the Skull can find that their meals and drinks cost far less, or become free, if they are willing to regale the gathered customers with their talents.

Contests and Games

Dice, cards, darts, and other such diversions are a common feature of the Old Skull's taproom. A favorite local game is the test of skill known as Jhaele's Wager. After all their bills are tabulated, a group of companions will throw daggers at a wooden target carved into the western wall of the inn. Sections of the target indicate that the thrower must pay his or her fellows' tabs, pay the barkeep, or (to the delight of onlookers) purchase a round for everyone gathered.

Regular patrons are wise enough to abandon the game if Glaun comes out of the kitchens to play. His participation usually results in all competitors paying significantly more for their meals, as well as a sumptuous feast for Old Dogsbreath, who is the most common beneficiary of Glaun's winnings.

Places to Stay

Each of the separate living chambers in the Old Skull has its own price and its own distinctive features, as described below.

Some of the rooms might not stay the way they are very much longer. Ghessla plans to soon shut down the eastern rooms of the inn, replacing their rafters and supports, and rebuilding the wall, which still experiences drafts from a long-forgotten magical assault. She would like to keep as many of the decorations as possible for each room, but some trophies and other items are so old as to be unusable.

Rooms with an asterisk after their names will be closed during the renovations for the inn's anniversary. During that time, most available rooms will be rented for 5 sp per night. The normal price for a night's use of a room (and sometimes also a price for a tenday) is given in parentheses after the room's name.

A. The Rooms of Honor: These rooms are reserved for Ghessla, her family, and honored guests who have defended the inn from harm.

B. The Teak Room (6 sp): Paneled with teak from faraway Lluirwood, this room is favored by adventurers for its proximity to the stairs.

C. Wayfarer's Suite (8 sp): In addition to having a comfortable bed against the far wall, this suite has a long, low bench inside the door, over which hang a number of cloak hooks.

D. Bowgentle's Room (11 sp): This plain room is named for the (false) wizard who once used it as a base while exploring the dale. It is cozily warm, thanks to the hearths above in Warm Fires.

E. The Horns* (1 gp): This quiet corner room is filled with light from its several windows. Its name comes from the set of rothé horns over the doorway.

F. Dalesman's Rest (3 sp/night, 2 gp/tenday): Consisting of little more than a few thin mattresses on low pallets, this room is loud because it shares a wall with the stairs.

G. The Halfling's Burrow (3 sp): The ceiling here is lowered to accommodate the recessed bathtub in the Blue Room.

H. Journey's End Suite (7 sp): At the center of the inn, this suite is protected from drafts and noise, and its oversized, lone bed is among the most comfortable at the Old Skull. It is conveniently located for eavesdropping on conversations in the hallway.

I. The Bramraska (1 sp/person): Borrowing the Untheric name for sailors' bunks, this room has three rows of beds stacked three high. Ghessla charges each occupant an extra 2 cp for hot water and soap, and she removes guests who stay longer than three nights without bathing (whether they pay or not).

J. The Wizard's Study* (11 sp): This room is lined with bookcases packed with tomes of general but rather mundane knowledge on a number subjects. Many books have pages torn from them.

K. The Steading (5 sp): Favored for its view of the North Ride, the Steading is appointed with a number of hooks, racks, and hidey-holes for whatever boots or portables its guests might carry.

L. The Purple Room (5 sp): Lavender paint covers the plaster here, purple curtains frame the window, and the appointments are all in a violet hue.

M. The Petticoats (5 sp): The only room at the Old Skull staffed by a proper dress valet, the Petticoats is favored by noblewomen traveling through Shadowdale.

N. Elvenholme (4 sp): Rich woods from near Myth Drannor form the tasteful furniture and wall panels of this room.

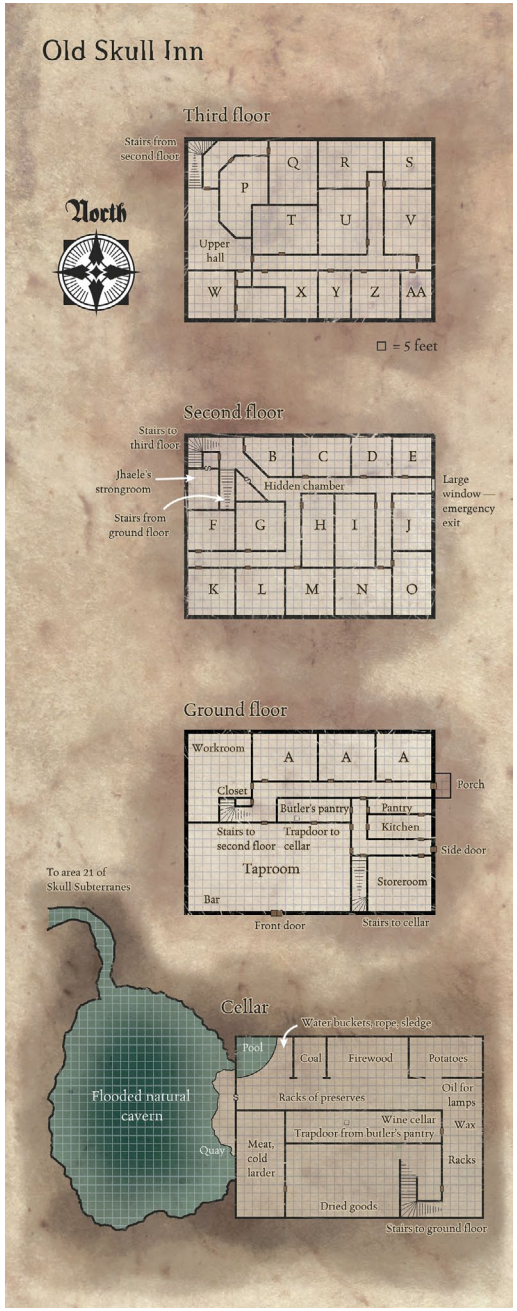
O. The Huntsman's Room* (1 gp): Dominated by hunting trophies, this room has a bed that is formed from an ever-growing collection of fused and polished deer antlers.

P. The Ferns (2 gp): A skylight brightens this room, often meaning that it goes unrented by drink-loving patrons.

Q. Three Couches (6 sp): A couch is in each corner of this room except for the corner by the door. These couches provide comfortable, if cramped, sleeping for three guests who want to keep their distance from one another.

R. Warm Fires (1 gp): With its three hearths, this room is the warmest in the inn (other than the Rooms of Honor, of course).

S. The Onyx* (8 sp): Ghessla tries to hide the poor condition of this room—and the constant draft from the missing piece of the outer wall—with rich blankets and warm fires. Once repairs are complete, she plans to raise the price of this room dramatically.



T. The Blue Room (1 gp): Possessing a sunken tub, this room has plaster, sheets, and curtains all dyed a rich blue, something Ghessla will not change despite repeated requests and donations of replacements from her guests.

U. The Green Room (6 sp): The green rug that once ran down the middle of this room is now a wall hanging.

V. The Red Room* (2 gp): This room is dominated by a large, central bed on the northern wall, with a smaller bed in the southwest corner. It comfortably sleeps five, if its occupants either share the beds or are willing to sleep on the floor. The room's name comes from a large, bloodred rug in the middle of the room.

W. The Emperor* (4 gp): This suite contains a small private hallway, a reception area with a desk, and a private bedroom.

X. The Ivory* (6 sp/night, 5 gp/tenday): This room's name once referred to ivory cameos embedded in its moldings, but thieves have since stolen them, and Ghessla now keeps the room painted stark white.

Y. Five Nails* (3 sp/night, 2 gp/tenday): This room got its name from early patrons complaining about its shoddy construction. It has since been repaired, but its floors continue to creak under too much weight.

Z. Numpkin's Rest* (3 sp/night, 2 gp/tenday): Named for the gnome that first stayed in this room (and did not leave for almost a year), the room has furniture that is sized for smaller beings, making it uncomfortable for any but the smallest humans.

AA. The Cedar* (12 sp): Fine linens, warm blankets, and a strong tub justify the expense of this room, even with the poorly hidden (and drafty) hole in the eastern wall just above the floor.

How Old Is the Skull?

In 1280 DR, Buldo Silvermane completed construction on the Old Skull. It was built on the site of the old Twisted Tower Inn. None know exactly how or when the previous inn was destroyed, but most suspect that its owner inadvertently angered the then-lord of the dale, Joadath, who razed the establishment and left the ruin to rot. Just as likely, the ramshackle inn simply fell in on itself.

Buldo ran the Old Skull well, but did not earn particularly large sums of coin, preferring to make his inn comfortable rather than profitable. In the end, he made enough money to support his family, but little more.

Buldo's daughter, Jhaele, was by far the most well known of the inn's proprietors. She turned the Old Skull into a meeting place for adventurers, a shelter for opponents of the Zhentarim who sought to control Shadowdale, and a comfortable and welcoming place for travelers who could be turned into allies of the Dalesfolk. Jhaele was known for her sharp wit and willingness to hurl knives—with unpaid tabs impaled on them—at fleeing customers.

After Jhaele's death, her eldest son, Durgo, took over the inn, running it without any particular passion or skill. In time, he made a deal with his youngest brother, Braun, in which he traded the inn for the family's adjacent stables. By the end of his life, and with no children to speak of, Durgo returned the stables to Braun, putting the Silvermane lands back in Braun's sole possession.

Braun ran the Old Skull for more than half a century before passing the inn directly to his favorite granddaughter, Ghessla. Ghessla's two brothers died soon after she inherited the inn, leaving her as the last Silvermane in Shadowdale. When her husband tried to force her to relinquish control of her property,

she chased him down the North Ride until he ran, screaming, from the town.

Ghessla now rules the Silvermane lands—the farm, stables, and the inn itself—as her private domain. Her three sons serve her dutifully, arranging the inn and its outbuildings for the upcoming bicentennial of the Old Skull.

The Anniversary

In the Year of Deep Water Drifting (1480 DR), the Silvermane family will commemorate the two hundredth anniversary of the founding of the Old Skull. Ghessla is excited about the opportunity to draw attention back to the inn, to celebrate its legacy, and to use it as an excuse to renovate the structure and sponsor a festival for the town.

In the summer, just after Shieldmeet, a tenday-long festival will be held in the market square outside the Old Skull. In addition to the sorts of entertainment normally found in the Skull's taproom, there will be mystery hunts throughout Shadowdale, a sale of items left by famous visitors to the inn and stored in the strong room, contests of chance and skill that cannot be held indoors (such as archery), and a horse race throughout the dale.

Lady Addee Ulphor has reluctantly agreed to this festival, hoping that the added attention might give her a way to scout new defenders for Shadowdale. At present, though, she remains unconvinced of anything useful coming from the event, and Ghessla has expressed no concern for the ruler's worry.

Other Amenities

Guests at the Old Skull can expect to eat, drink, and sleep at the inn, and to stable their horses, but little more. The Silvermanes provide clean linens every three days (but always changing between guests), and they happily direct their patrons to nearby weavers, wagonmakers, woodworkers, and other artisans and tradeworkers. Especially large groups might be recommended to Brannon's Boardinghouse, west down the North Ride, which offers cheaper accommodations. The staff can provide laundry as well, although they charge extra and do not perform the service themselves.

Ghessla is adept at obtaining just about any item one might desire—for a price. This includes passage through the cellars into the Underdark—a passage so well known to residents that suggesting it might even be a secret paints one as a clueless outsider who is not to be trusted. It is illegal for Ghessla to permit anyone through the cellar's pool, though she does so anyway, at times, for a considerable fee (at least 100 gp).

Current Clack

Just outside the Old Skull is a board where travelers and Shadowdale residents can post news, rumors, requests for aid, or listings for jobs. Posted to the board are scraps of paper, parchment, and vellum that have stuck to it over years of neglect and weathering. Some of the newest postings read as follows.

Wanted: Adventuring party to investigate a gathering of strange frog-creatures near Toad Knoll. 100 gold pieces, plus any meat acquired. Inquire at Tower.

This notice is fresh and does not have the telltale signs of crumbling from being read by others. Bullywugs have attempted to colonize Toad Knoll to the west of town and are beginning to draw the notice of the locals.

Lost: One heart, slightly used and tread upon. Last seen in the ungrateful possession of Lestari, of late employed at the Old Skull. If found, please post notice here, and discard respectfully. I have no further need of it.

A local boy, Batun, is hopelessly smitten with Lestari, and this is his latest attempt to win her affections.

To Hire: Strong hands with broad backs to carry and split wood of mornings, and to haul bushels and barrels in afternoons. Good pay and free meals. Employment by the tenday or longer. Inquire with Xurxo at the Silvermane farms, or leave word at the Old Skull.

Xurxo always needs more help at the family's farms, and he replaces this notice every two months or so, after it has been torn down by someone seeking work.

About the Author

Brian Cortijo is a freelance game designer who plays about in the Forgotten Realms entirely far too often. His recent credits include "Swords of State" and "Crowns and Mantles" from *Dragon* 407, and "Cormyr Royale" in *Dungeon* 198.

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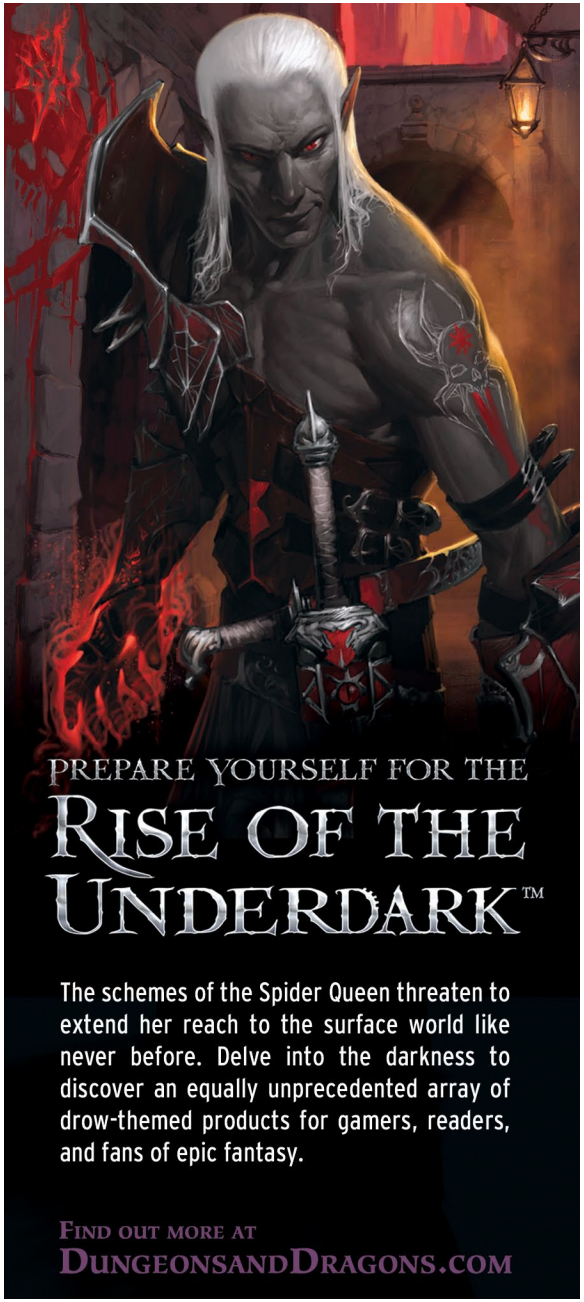
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